

SCHINDLER'S LIST

Screenplay by

Steven Zaillian

Based on the Novel by

Thomas Keneally

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IN BLACK AND WHITE:

A small depot set down against monotonous countryside in the far hinterlands of rural Poland. A folding table on the wood-plank platform. Pens, ink well, forms.

A three year old girl holding the hand of woman watches a clerk register her name and those of two or three families of farmers standing before him. Finishing, he motions to an SS guard nearby to escort them to a waiting, empty, idling passenger train.

The people climb aboard as the clerk gathers his paperwork. He folds up his little table, signals with a wave to the engineer, and climbs up after them.

The nearly-empty train pulls out of the sleepy station.

EXT. TRAIN STATION, CRACOW, POLAND - DAY

TRAIN WHEELS grinding against track, slowing.

FOLDING TABLE LEGS scissoring open. The lever of a train door being pulled.

NAMES ON LISTS on clipboards held by an ARMY OF CLERKS moving alongside the tracks.

CLERKS O.S.
... Rossen ... Lieberman ...
Wachsberg ... Groder ...

HUNDREDS OF BEWILDERED RURAL FACES coming down off the train. FORMS being set out on the folding tables. HANDS straightening pens and pencils and ink pads and stamps.

CLERKS O.S.
... when your name is called,
go over there ... take this over
to that table ...

TYPEWRITER KEYS rapping a name onto a list. A FACE. Keys typing another NAME. Another FACE.

CLERKS V.O.
... you're in the wrong line,
wait over there ... you, come over
here ...

A MAN is taken from one long line and led to the back of another. A HAND hammers a rubber stamp at a form. Tight on a FACE. Keys type another NAME. Another FACE. Another NAME.

CLERKS V.O.

... Gemeinerowa ... Gotlieb ...
Bberman ... Steinberg ...

As a hand comes down stamping a gray stripe across a registration card, there is absolute silence ... then MUSIC, the Hungarian love song, "Gloomy Sunday," distant, like an echo ... and the stripe bleeds into color, into BRIGHT YELLOW INK.
;

INT. HOTEL ROOM - CRACOW - NIGHT

The song plays from a radio on a rust-stained sink.

The light in the room is dismal, the furniture cheap. The curtains are faded and the wallpaper's peeling, but the clothes laid out across the single bed are beautiful.

The hands of a man lay a tie against a shirt on the bed, then try it against another. Arm sliding through the sleeve of the first shirt, buttoning it. Pulling cufflinks through holes. Knotting a tie. Folding a handkerchief and tucking it into the pocket of a double-breasted linen jacket - all with great deliberation.

A bureau. Some currency, cigarettes, shot glass, bottle, passport ... and an elaborate gold-on-black enamel Hakenkreuz, or swastika, which gets pinned to the lapel of the elegant dinner jacket.

Oskar Schindler steps back to consider his reflection in the mirror. He likes what he sees. He almost looks reputable in his one nice suit. Even in this awful room.

The love song from the radio segues to another, simpler version, without vocals, and -

INT. NIGHTCLUB - CRACOW - NIGHT

A spotlight slicing across a crowded smoke-choked club finds on a small stage, performing the same song, a man embracing an accordion and another bowing a violin.

Below, drinking, socializing and conducting business, is a strange clientele: SS and Army officers, gangsters and girls and entrepreneurs, thrown together by the circumstance of war.

Oscar Schindler steps into the club and, with a 50-Zloty note pinched between his fingers, gestures, "one." He's shown to a table, a decent one, where another 50-Zloty note slipped from his billfold lures three waiters to him like fish to bait.

As the waiter who made it there first steps away with the order, Schindler calmly surveys the room, the faces, stripping away all that's unimportant to him, settling only on details that are:

The rank of this man, the higher rank of that one ... a conspicuously empty table, the best in the place by the stage, with a little "reserved" card on it ... money, a payoff of some kind as it's slipped into a hand that disappears into the pocket of an SS uniform.

A WAITER SETS DOWN DRINKS

in front of the SS officer who took the bribe. He's at a table with his girlfriend and a lower-ranking officer. Some businessmen hover, eager for an invitation to join.

WAITER
From the gentleman.

The waiter indicates a table across the room where Schindler, seemingly unaware of the SS men, flirts with a girl with a big camera.

CZURDA
Do I know him?

His sergeant doesn't. His girlfriend doesn't.

CZURDA
Find out who he is.

Czurda watches his sergeant make his way over to Schindler's table. There's a handshake and introductions before his man - and Czurda can't believe it - accepts the chair Schindler's dragging over.

CZURDA
What is he doing?

Czurda waits, but the his man doesn't come back; he's forgotten, apparently, he went there for a reason. Eventually, and it irritates him, Czurda has to get up and go over there. To his girlfriend -

CZURDA
Stay here.

His girlfriend watches him cross toward Schindler's table. Before he even arrives, Schindler is up and berating him for leaving his date way over there across the room, waving at the girl to come join them, motioning to waiters to slide some tables together.

WAITERS ARRIVE WITH PLATES OF CAVIAR

and another round of drinks for the party in Schindler's corner that has swelled to eight people.

CZURDA

The SS doesn't own the trains, somebody's got to pay. Whether it's a passenger car or a livestock carriage - which, by the way, you have to see - you have to set aside an afternoon, come down to Prokocim and see this.

SCHINDLER

I've been meaning to.

CZURDA

Let me get this one.

Czurda makes a half-hearted move for his wallet.

SCHINDLER

Are you kidding, put it away.

Schindler's money is already out. He pays the waiter, tipping him extravagantly, and sweeps the room with his eyes again,

CZURDA

Since we've reserved the trains, logically we should pay. But this is a lot of money. This is thousands of fares.

(pause)

The Jews. They're the ones riding the trains, they should pay.

He laughs at the audacity of the SS making the Jews pay for their own fares on cattle cars, and looks to Schindler, but his attention is on a table across the room where three more high-ranking SS men, without dates, watch the girls who have replaced the Rosner brothers on stage. The instant Schindler's billfold comes back out a waiter appears out of nowhere.

WAITER

Sir?

THE THREE GIRLS

from the stage show changing out of their costumes. One answers a knock on the dressing room door and the waiter is revealed with an armful of flowers.

FROM THE STAGE WINGS

the waiter points out Schindler, across the club, shaking the hands of the dateless SS men. There -

: TOFFEL
You aren't by any chance
related to General Schindler.

SCHINDLER
It's funny you should ask.
Actually -
(sees something)
Excuse me.

He's noticed the approaching girls and turns their way, groaning elaborately.

SCHINDLER
No, no, no, you didn't have to
come out here to -

CLUB GIRLS
Thank you, sir.

SCHINDLER
No, I told him, Tell them they
were wonderful, thank them for the
show, tell them they don't have to
feel they have to come out here -
and now here you are.

He shakes his head in embarrassment, like this is the last thing he wanted, and -

SCHINDLER
I'm sorry, let me introduce you
to my friends here.

He gestures to the three SS officers at the table.

A TABLECLOTH BILLOWS

as a waiter lays it down on another table that's been added to Schindler's growing encampment. Seating the girls on either side of the SS officers, he motions to a waiter to refill the men's drinks and moves among his many other guests.

REEDER

I'll tell you what I mean by cooperative. Two days after the law's passed that all Jews have to wear the star, Jewish tailors are turning them out by the gross in a variety of fabrics.

Schindler laughs along with the others politely while supervising the placement of more arriving food. That interests him much more than politics.

SCHINDLER

(to someone else)

How're you doing, everything all right here?

TOFFEL

They'll be cooperative to avoid worse. It's human nature. "We'll do this, to avoid that."

REEDER

But then it's something else. Which they do to avoid the next thing. Which they do to avoid the next thing.

Returning to the head of the table, Schindler sweeps the room again with his eyes, noting the arrival of - and the fuss that's made over - an SS Oberfuehrer, or colonel.

TOFFEL O.S.

They'll manage. They always do. Beg, borrow, steal, bargain, it's what they do. They weather the storm.

REEDER O.S.

Yeah, well, this storm's different. This storm's being managed by the SS.

As the colonel and his date are led across the club to the reserved table by the stage, great deference is afforded him by waiters, the maitre 'd and the businessmen in the club.

A ROAR OF LAUGHTER

erupts from Schindler's party in the corner. His guests have increased to ten or twelve and they're convulsing with laughter as he moves among them pouring from two bottles of cognac.

SCHINDLER
No, wait, that's not it -

SS OFFICERS
No, no, please -

SCHINDLER
No, the other one turns to him
and, nervous as hell, says, Quiet,
Frank, don't make trouble.

Now it's hysteria. They're having trouble staying upright
in their chairs. They're teary-eyed, exhausted from all the
laughing, their faces aching.

SCHINDLER
That reminds me -

SS OFFICERS
(begging him)
No, no, no -

Across the room, at the reserved table, the SS colonel,
Scherner, stares; nobody's having a better time than those
people over there. He gestures to an officer coming past -
Czurda - the one who, a couple of hours ago, sent his own man
to find out who the hell Schindler was.

SCHERNER
Who is that?

CZURDA
(like everyone knows)
That's Oskar Schindler. He's an
old friend of ... I don't know ...
somebody's.

THE GIRL WITH THE BIG CAMERA

screws in a flashbulb as she approaches some businessmen
sitting sullenly at a table. Before she can even ask if they
want a picture -

BUSINESSMAN
No, thank you.

All the important people, including Scherner, are over at
Schindler's table(s), engaged in animated conversation until he
clinks at a goblet with the tines of his fork, gaining their
attention. Rising -

SCHINDLER

My friend, Oberfuehrer Scherner here, asked earlier if I've come to Cracow for business or pleasure.

Scherner's right there, in the chair next to Schindler's.

SCHINDLER

I told him, and this is the truth, I've never been able to tell the two apart.

He gestures very subtly to the girl with the camera to get ready to take a picture, and picks up his glass.

SCHINDLER

Does everybody have a drink?

They do, the last of many, and raise them for a toast.

SCHINDLER

I'd like you to drink with me to this city, which - with its industries, its rail system, its nightlife, its beauty - holds for us all, I believe, greater opportunities, for both business and pleasure, than we've yet imagined. To Cracow.

EVERYBODY

To Cracow.

As they all clink their glasses, Schindler nods to the girl with the camera. The bulb flashes and the noise of the club suddenly drops out as the moment is caught forever - Oskar Schindler, surrounded by his many new friends, smiling urbanely.

EXT. CRACOW - DAY

From a loud speaker mounted on a truck negotiating a narrow street issues a voice alerting the Untermensch (the subhumans) of Cracow to the latest of many restrictive edicts, this one forbidding the kosher preparation of meats.

It's September, 1939. General Sigmund List's armored divisions, driving north from the Sudetenland, have taken Cracow, and the signs of the Occupation are everywhere:

A poster on a wall depicting a virginal Polish girl handing food to a hook-nosed Jew with a shadow like Satan's. Another with the slogan (Subtitle) "Jews = Lice = Typhus."

A shop window displaying a picture of a human skull with lines indicating the smaller circumference, and therefore lesser intelligence, of the Judaic brain.

A soldier docking the side-locks of an Orthodox man with his infantry bayonet.

EXT. ALLEY AND CENTRUM, CRACOW - DAY

A young man emerges from an alley pulling off his Jewish armband. Crossing the Centrum past German soldiers and trucks, he pockets it, pulls a small crucifix on a chain out from under the collar of his silk shirt and approaches a high-spired and ornate cathedral.

The ubiquitous loud speaker on the truck rumbling past announces another edict, this one reducing Jewish Poles' rations to half that of non-Jewish Poles'.

INT. ST. MARY'S CATHEDRAL - DAY

A dark and cavernous place. A priest at the altar performing Mass to scattered parishioners.

The young Polish Jew from the street, Poldek Pfefferberg, drags a finger through the water in the font and genuflects before moving down the center aisle past others in the shadows, Jewish black marketeers like himself, each with a little notepad, conducting whispered business -

BLACK MARKETEERS

I've got a client who'll sell
Marks for Zloty at two-point-four-
five to one ... trade furs for
ration coupons ... truckload of
wicks ... bolts of cloth ... Irish
whiskey ... Persian carpets ...
cigarettes ...

Pfefferberg slides into a pew beside two other young man - Goldberg and Chilowicz - going over figures and notes scribbled on their little pads. He pulls a cracked container of shoe polish from his pocket and waits for Chilowicz to look at it.

CHILOWICZ
(bored)
What.

PFEFFERBERG
You don't recognize it?

CHILOWICZ

It's shoe polish. You asked for
shoe polish.

PFEFFERBERG

In metal containers, you gave me
glass, that's not what I asked
for.

Chilowicz all but ignores Pfefferberg, noting instead a gentleman changing pews (Schindler), moving closer to a couple of Jewish hustlers who, noticing him too, get up and leave.

PFEFFERBERG

My client sold it to his client
who sold it to the Army. Only by
the time it got there - because of
the cold - it broke - all ten
thousand units.

Chilowicz doesn't care; he resumes scribbling in his little notebook as though Pfefferberg weren't there. Goldberg smiles to himself, pleased he's not involved in this particular deal, and glances to the gentleman changing pews again, moving past them.

CHILOWICZ

This isn't my problem.

PFEFFERBERG

This isn't your problem? This is
"dangerous material." That's what
they're calling it. And they're
right.

In a quick motion Pfefferberg cuts Chilowicz's hand with a jagged edge of the glass, drawing a thin line of blood. It startles Chilowicz more than it hurts him and he stares at the "weapon," then at his associate holding it, and finally makes a notation in his little pad.

CHILOWICZ

Metal containers.

There's a creak of wood as someone sits in the pew behind them, and they all, at once, intone responses to the priest's prayers. After a moment -

SCHINDLER O.S.

That's a nice shirt.

Their backs to him, Goldberg, Chilowicz and Pfefferberg consider each other's shirts, wondering which of them the German is addressing.

SCHINDLER O.S.
You don't know where I could find
a shirt like that.

All three of them know the wise thing would be to get up now and leave. Even a civilian German could have you arrested for no reason whatsoever. But Pfefferberg can't resist a deal. He gives the others a look that says, I have the nerve, you don't, and glances back gesturing to his shirt.

PFEFFERBERG
Like this?

GOLDBERG
It's illegal to buy or sell
anything on the street, we don't
do that. We're here to pray.

Goldberg "prays," and tries to discourage Pfefferberg from pursuing this transaction any further with a just a look. Pfefferberg ignores it.

PFEFFERBERG
You have any idea what a shirt
like this costs?

SCHINDLER
Nice things cost money.

Goldberg and Chilowicz have had enough. They get up, cross themselves, and move out of the pew. Pfefferberg and Schindler watch them go before -

PFEFFERBERG
How many?

SCHINDLER
I don't know, ten or twelve.
That's a good color. Dark blues,
grays.

Schindler takes out his money and begins peeling off bills, waiting for Pfefferberg to nod when it's enough. He's being overcharged, and he knows it, but Pfefferberg keeps pushing it, More. The look Schindler gives him lets him know that he's trying to hustle a hustler, but that, in this instance at least, he'll let it go. He hands over the money and Pfefferberg hands over a notepad.

PFEFFERBERG
Write down your measurements.

As Schindler writes down the information, Pfefferberg catches Chilowicz's glance from a doorway on his way out. Coward, Pfefferberg's look back to him says.

SCHINDLER
(as he writes)
I'm going to need some other
things, too, as things come up.

EXT. CRACOW - DAY

A mason trowels mortar onto a brick, taps it into place, scrapes off the excess cement. Shifting slightly, a crew of bricklayers is revealed, erecting a ten-foot wall where a street once ran unimpeded.

INT. DRESNER APARTMENT - DAY

Late afternoon sunlight, partially obscured by the wall going up outside the window, filters in on a three year girl, the one glimpsed at the rural depot, perched on a couch with a small suitcase on her lap.

POLISH WOMAN O.S.
Their name was on a list. What
the list meant, I don't know, but
a truck came, they were put on the
truck and it drove away.

The girl stares vacantly at these unfamiliar surroundings as the adults across the room at a table talk about her.

POLISH WOMAN
I can't keep her. Never mind
the SS - for five hundred zloty my
neighbors are hunting down Jews
with sickles and scythes.

The others at the table - Mr. and Mrs. Dresner, their daughter Danka and cousin Idek Schindel - consider the small silent figure across the room. Behind her, beyond the window, the masons have cemented another row of bricks, blocking more of the sun. Fifteen year old Danka gets up from the table, goes over and sits with the little girl.

DANKA
Genia? I'm Danka.

Genia considers the teenager suspiciously, then stares down at the floor.

DANKA
We're cousins. We've never met
but I know your mother, Eva. She
used to buy me cakes and candy
when I was about your -

GENIA

My mother's name's not Eva, it's Jasha. My father's name is Tadeusz. My grandmother's name is Sophia and my grandfather is Ludvik.

Danka glances over at the others, frowning at the fictional genealogy the little girl has had to learn in order to survive. Idek, comes over, sits on her other side, and, in a moment, produces from a pocket a small wooden toy.

He waits for her eyes to drift to it. It takes a while, but they finally do. The toy is a lumberjack and wolf with axes in their hands, and when Idek manipulates it, the blades come down on the log between the figures, just missing each other, over and over ... and Genia buries a smile.

IDEK

My name is Idek. I'm your mother's brother and you're safe with me.

He hands her the toy. Behind them, the wall outside is finished, robbing the room of light.

INT. JUDENRAT OFFICES, CRACOW - DAY

Moving across the faces of representatives of the Judenrat - or Jewish Council - empathic but ultimately powerless administrators dealing as best they can with the huge influx of rural Jews arriving every day on the SS trains.

The place is crowded beyond belief, like a post office gone mad, the dispossessed and disoriented people in need of housing and jobs that just don't exist. The lines stretch back across the large room; through the door -

INT. JUDENRAT OFFICES - CONTINUOUS - DAY

- onto the sidewalk, down the street, around the corner and down that street - around which a Moto-Guzzi motorcycle roars into view, comes past the last person in line, past those curving around the corner and those on this sidewalk, downshifts and rolls to a stop.

Schindler climbs down, strolls past the people funnelling in through the doorway -

INT. JUDENRAT OFFICES - CONTINUOUS - DAY

- past those in the lines splaying across the room and to the front of one of them where, unceremoniously, he interrupts the man standing there in order to address the administrator -

SCHINDLER
I'm looking for Itzhak Stern.

A bespectacled man at a desk in the corner glances up at the mention of his name. He has the face and manner of a Talmudic scholar, and tries not to look too long at the German being given elbow room by the Jew at the head of the line.

SCHINDLER
Are you him?

Stern seems unable to answer, wondering perhaps if his number has just come up. His silence begins to annoy Schindler.

SCHINDLER
Are you Iszhak Stern or not?

STERN
(finally managing a
nod)
I am.

Schindler approaches the desk, dragging a chair over on the way. He sits down in it and offers a hand, which Stern stares at confused for a moment. He tentatively reaches for it and finds his own grasped firmly. The hands part and Schindler buries his into a pocket. The hand reappears with flask in it and he pours a shot of cognac in the cap.

SCHINDLER
There's a company you did the
books for on Lipowa Street, made
what, pots and pans?

Stern stares at the cognac Schindler's offering him. He doesn't know who this man is, or what he wants. He could be a member of the Gestapo for all Stern knows.

STERN
By law, I have to tell you, sir,
I'm a Jew.

Schindler looks puzzled; then shrugs, dismissing it.

SCHINDLER
All right, you've done it, good
company, you think?

He keeps holding out the drink. Stern declines it by not reaching for it.

STERN
It did all right.

Schindler drinks, takes out a streamlined cigarette case and holds it out in offering. Stern declines again and Schindler tamps a cigarette and sets it between his lips.

SCHINDLER
I don't know anything about
enamelware, do you?

STERN
I was just the accountant.

SCHINDLER
Simple engineering, though,
wouldn't you think? Change the
machines around, whatever you do,
you could make other things,
couldn't you?

He fires the cigarette with the flame of a lighter and lowers his voice in case anyone is listening in.

SCHINDLER
Field kits, mess kits ...

He spits out a speck of tobacco and waits for a reaction. It doesn't come; Stern is waiting for the other shoe to drop. Schindler misinterprets Stern's silence for a lack of understanding.

SCHINDLER
Army contracts.

His shrug adds, Right? Stern nods mechanically.

SCHINDLER
Once the war ends, forget it, but
for now it's great, you could make
a fortune, don't you think?

He smiles broadly, good-naturedly, perhaps imagining the fortune he could amass. Stern dampens contempt with a matter of fact tone -

STERN
I think most people right now
have other priorities.

Schindler tries for a moment to imagine what they could possibly be. He can't, even though there are people all around desperate in the face of the latest rash of edicts.

SCHINDLER

Like what?

Stern smiles despite himself. The man's manner is so simple, so in contrast to his own and the complexities of being a Jew in occupied Cracow in 1939.

STERN

I'm sure you'll do just fine
if you get the contracts. In fact
the worse things get the better
you'll do.

SCHINDLER

Oh, I can get the contracts,
that's the easy part. Finding the
money to buy the company, that's
hard.

He laughs again. But then, just as abruptly, he's dead serious. Stern stares nonplussed.

STERN

You don't have any money?

SCHINDLER

Not that kind of money. You know
anybody?

Stern takes a long astonished look at him, sitting there taking another sip of his cognac, placid as a large dog.

SCHINDLER

Jews, yeah. Investors.

(pause)

You must have contacts in the
Jewish business community, working
here.

STERN

What "community?" Jews can no
longer own businesses, sir, that's
why this one's in receivership.

SCHINDLER

Well, they wouldn't own it,
I'd own it. I'd pay them back in
product.

STERN
(pause)
Pots and pans.

SCHINDLER
Something they can hold in their hands. They can trade it on the black market, do whatever they want, everybody's happy.

He shrugs; it sounds more than fair to him. In fact, so taken with the spirit of his own largesse, he offers even more:

SCHINDLER
If you want, you could run the company for me.

Stern studies him. This man sitting before him is not the Gestapo. He's nothing more than a carpetbagging salesman with a salesman's pitch.

STERN
Let me understand. They'd put up all the money and I'd do all the work. What, if you don't mind my asking, would you do?

Schindler takes no offense; he reads it as an honest question deserving of an honest answer -

SCHINDLER
I'd make sure it's known the company's in business. I'd see that it had a certain ... panache. That's what I'm good at, not the work, the ... presentation.

He waits for Stern's response. It's eventually given, imbued with cool finality -

STERN
I'm sure I don't know anybody who'd be interested in this.

SCHINDLER
They should be.
(a slow knowing nod)
They should be.

EXT. CRACOW - DAY

In absolute silence, a suitcase thrown from a second story window arcs through the air. As it hits the pavement, spilling open - sound on - and:

Thousands of families pushing barrows piled high with chairs, mattresses, grandfather clocks. On a mass forced exodus from their homes in Kazimierz, they trundle their belongings across the Vistula bridge as loud speakers mounted on trucks blare Edict #44/91 -

LOUD SPEAKERS

In the interest of reducing racial conflict in the Government General of Poland, a Jewish quarter has been created south of the Vistula in Podgorze -

INT. APARTMENT - STRASZEWSKIEGO STREET

An elegant apartment from which its wealthy inhabitants, the Nussbaums, are being unceremoniously evicted at gunpoint. They gather as much as they can carry - jewelry, a case of silverware, landscapes in gilded frames - and are herded out -

EXT. STRASZEWSKIEGO STREET

The Nussbaums emerge from their fashionable building - #7 Straszewskiego Street - and join the throngs carrying furs and kettles and furniture and children. A German soldier kicks apart an outlawed radio.

LOUD SPEAKERS

Residency in the closed Jewish quarter is compulsory. Failure to register with housing authorities by March 20th violates edict 44/91 and will result in arrest.

Crowds of Poles line the sidewalks like spectators on a parade route. Some wave. Some take it more soberly, as if sensing they may be next.

POLISH GIRL
Goodbye, Jews.

EXT. GHETTO GATE - DAY

The ghetto gate greets its new citizens with a mixed message. Its scalloped ramparts at once suggest Arabesque elegance and gravestones, and the sign in Hebrew above its arches, "Jewish Town," strives to reassure while the broken glass cemented along its nine-foot rim dissuades thoughts of escape.

The little folding tables have been dragged out and set up again, and at them sit the clerks, making lists, stamping cards and assigning housing vouchers. The Dresners can be glimpsed, and Rosner brothers and their families.

Chilowicz, of all people, has somehow managed to elevate himself to a station of some authority. Armed with something more frightening than a gun - a clipboard - he moves through the crowds aiding the Gestapo.

PFEFFERBERG

What's this?

Pfefferberg, with his wife Mila, in a line that seems to stretch back forever, flicks at Chilowicz's armband.

CHILOWICZ

Ghetto Police, Poldek. I'm a policeman now, can you believe it? I know, it's hard to believe.

PFEFFERBERG

Actually, it isn't.

CHILOWICZ

It's a good racket. It's the only racket here. Maybe I could put in a good word for you with my superiors.

PFEFFERBERG

Your superiors.

CHILOWICZ

They're not as bad as everyone says. Well, maybe they are, but - (whispers)

There's a way to make a lot of money here.

They consider each other for a long moment until Pfefferberg notices, some distance away, Goldberg waving to him. He's wearing an OD armband, too. That figures.

PFEFFERBERG

No, thanks.

Pfefferberg leads his wife past Chilowicz and into the ghetto.

INT. GHETTO APARTMENT BUILDING - DAY

An impossibly crowded staircase leading up past four landings and hallways. Families, including the Nussbaums, hauling their belongings, entangled with one another, hunt for their assigned living quarters.

EXT. STRASZEWSKIEGO STREET

A real estate agent meets Schindler at the entrance to #7 Straszewskiego Street, leads him along the ground floor hall and into an elevator. As the gate closes -

INT. GHETTO APARTMENT

- a door opens revealing to the Nussbaums and their maid a one-room apartment already occupied by a family of six.

INT. STRASZEWSKIEGO STREET APARTMENT

Schindler moves through the Nussbaums' vacated apartment, considering it's many fine appointments - polished hardwood floors, Persian rugs, nice furniture, French doors, modern kitchen -

INT. GHETTO APARTMENT - CONTINUED

- clothes boiling in big pots on the stove, stirred by a woman in rags, sheets hanging from lines stretched across the room over a few sticks of furniture and some children with coughs, the Nussbaums staring in dismay from the doorway -

INT/EXT. STRASZEWSKIEGO STREET APARTMENT - CONTINUED

Schindler steps out on a balcony that overlooks a quiet park. His glance up the street finds, not half a block away, Wawel Castle. This is nice. This is a nice place.

INT. GHETTO APARTMENT - CONTINUED

Nestled among their few possessions in a corner of the dingy room, the Nussbaums stare at the other family, who are staring at them. In a whisper -

MRS. NUSSBAUM

Wilhem?

(pause)

- It could be worse.

Very slowly, he turns his head to her in disbelief.

MR. NUSSBAUM

How? Tell me. How on earth could it possibly be worse?

He's answered not by her, but by the scuffle of shoes of another family, Orthodox Jews, dragging their things in from the hall and staring at the Nussbaums in dismay.

EXT. GHETTO - NIGHT

Laundry hangs across narrow streets like flags of a dispossessed nation. From somewhere comes the liturgical solo of a cantor.

INT. GHETTO APARTMENT - NIGHT

The singing filters in through the thin walls to the next apartment. In this one, looking like they can't bear much more of it, sit some non-Orthodox businessmen, Stern and Schindler.

SCHINDLER

For each thousand you invest,
you take from the loading dock two
hundred kilos of enamelware a
month - to begin in July and to
continue for one year - after
which time, we're even.

(he shrugs)

That's it. It's very simple.

He lets them think about it, pours a shot of cognac from his flask and offers it to Stern, who brought this group together and now sits at Schindler's side. The accountant declines.

INVESTOR 1

Not good enough.

SCHINDLER

Not good enough? Look where
you're living. Look where you've
been put. "Not good enough."

(he almost laughs at
the squalor)

A couple of months ago, you'd be
right. Not anymore.

INVESTOR 1

Money's still money.

SCHINDLER

No it isn't, that's why we're here. Trade goods - that's the only currency that'll be worth anything in the ghetto.

Schindler lights a cigarette and waits for an answer. Which doesn't come. Which irritates him.

SCHINDLER

Did I call this meeting? You told Mr. Stern you wanted to speak to me. I'm here. I've made you an offer. A fair offer.

INVESTOR 1

Fair would be a percentage in the company.

SCHINDLER

Forget the whole thing.

He caps his flask, pockets it and reaches for his top coat. The investors glance among themselves. Schindler slips into his coat.

INVESTOR 2

How do we know you'll do what you say?

SCHINDLER

Because I said I would. What do you want, a contract? To be filed where? To be upheld by what court? I said what I'll do, that's our contract.

The investors study him. This is not a manageable German. Whether he's honest or not is impossible to say. Their glances to Stern don't help them; he doesn't know either. Eventually, one of the men nods. He's in. Then another. And another.

INT. FACTORY FLOOR - DAY

A power button is pushed, starting the motor of a metal press. The machine coughs to life, and -

INT. UPSTAIRS OFFICE - SAME TIME - DAY

Schindler, at a wall of windows, peers down at the lone technician making adjustments to the machine. Row after row of presses, lathes and furnaces, all in bad shape, sit on the floor that's awash in debris.

STERN

The standard SS rate for Jewish skilled labor is seven Marks a day, five for unskilled and women. This is what you pay the Reich Economic Office, the laborers themselves receive nothing. Poles you pay wages. Generally, they get a little more. Are you listening?

Schindler turns from the wall of glass to face his new accountant/plant manager.

SCHINDLER

What was that about the SS, the rate, the - ?

STERN

The Jewish worker's salary - you pay it directly to the SS, not to the worker. He gets nothing.

SCHINDLER

But it's less. It's less than what I would pay a Pole. That's the point I'm trying to make. Poles cost more.

Stern hesitates, then nods. The look on Schindler's face says, Well, what's to debate, the answer's clear to any fool.

SCHINDLER

Why should I hire Poles?

INT. FACTORY FLOOR - DAY

Another machine starting up, growling louder, louder -

EXT. PEACE SQUARE, THE GHETTO - DAY

To an identity card with a photograph, a German clerk attaches a blue sticker, the holy Blauschein - proof that the carrier is an essential worker. At other folding tables other clerks pass summary judgment on hundreds of ghetto dwellers standing in long lines.

TEACHER

I'm a teacher.

The man tries to hand over documentation supporting the claim along with his Kennkarte to a German clerk.

CLERK
Not essential work, stand over
there.

Over there, other "non-essential people" are climbing onto trucks bound for unknown destinations. The teacher reluctantly relinquishes his place in line.

EXT. PEACE SQUARE - LATER - DAY

The teacher at the head of the line again, but this time with Stern at his side.

TEACHER
I'm a metal polisher.

He hands over a piece of paper. The clerk takes a look, is satisfied with it, brushes glue on the back of a Blauschein and sticks it to the man's work card.

CLERK
Good.

The world's gone mad.

INT. FACTORY FLOOR - DAY

Another machine starting up, a lathe. A technician points things out to the teacher and a dozen others recruited by Stern.

INT. GHETTO APARTMENT - NIGHT

A valise full of money. The investors around a table. Schindler noting the amounts contributed.

EXT/INT. CRACOW GARAGE - DAY

A garage door slides open revealing a gleaming black Adler limousine. Schindler steps past Pfefferberg and, moving around the car, carefully touches its smooth lines.

EXT. CRACOW - DAY

While the citizens of Cracow move along streets trying to make themselves invisible, Schindler drives past them and military trucks in the back of the conspicuous limousine.

INT. SCHINDLER'S OFFICE - SAME TIME - DAY

A sign painter brushes the words, "Herr Direktor," discreetly proportioned, on the frosted glass of the door.

Inside the large office, painters on ladders scrape at the walls while Schindler, behind a desk draped with drop-cloths, considers a young woman seated before him.

SCHINDLER

Filing, billing, keeping track
of my appointments. Shorthand.
Typing obviously. How is your
typing?

HARD CUT TO:

THE KEYS OF A TYPEWRITER slapping at paper. As Schindler slowly circles around her, the first girl JUMPCUTS to a second at the typewriter, and to a third, a fourth, a fifth, a sixth - the painters' ladders moving around the room on each cut until, on the eighteenth girl, the office is completely painted and Schindler is back at his desk, awash with resumes.

STERN

Well?

Schindler glances up to Stern who has stepped inside and stands by the door. The girls are gone. Schindler shrugs hopelessly.

SCHINDLER

I can't decide.

EXT. FACTORY - DAY

Men and pulleys hoisting a big "F" up the side of the building and setting it into place: "D.E.F."

Down below, Schindler, with all eighteen of the young good-looking women - his new secretaries - poses for a photographer.

The National Socialist flag unfurls behind them in the breeze.

INT. SCHINDLER'S APARTMENT - NIGHT

Music. Swastikas. On uniforms and on Schindler's lapel. He moves among his many party guests, making sure each of the SS men has enough to eat and drink.

INT. FACTORY - DAY

Another machine starting up. Another. Another.

EXT. PEACE SQUARE - DAY

Stern pulls Mrs. Dresner and her daughter Danka from a line of people climbing aboard a military truck.

EXT. PEACE SQUARE - DAY

A clerk affixes the all-important blue sticker to the womens' work cards.

INT. FACTORY - DAY

A furnace ignites with a whoosh. The needle on a gauge climbs. A technician points out to the Dresners and others recruited off the street the correct firing temperature.

INT. GHETTO APARTMENT - NIGHT

A hand rummaging under a rusty basin comes down with a fistful of zloty. Following it and the woman grasping it out of the kitchen, the investors around a table are revealed.

As they hand over their money to Schindler, he notes the amounts in a careless scrawl on a little pad. The woman gives her husband the money from the kitchen and he in turn gives it to the German entrepreneur.

INT. PFEFFERBERG'S APARTMENT - NIGHT

Schindler pulls the decks of money from his pockets and sets them on a table. As he scribbles a list of luxury goods on his note pad, Pfefferberg calculates his commission and hands it mechanically over his shoulder to his wife who retreats into the kitchen and hides it.

EXT. VISTULA RIVER - NIGHT

A ferret of a man under the Podgorze Bridge counts and pockets Pfefferberg's-Schindler's-the-investors' money before throwing aside a tarpaulin covering boxes of fresh fruit in the bottom of a row boat.

INT. GHETTO CLINIC - NIGHT

A doctor unlocks a glass cabinet and pushes aside medicines and instruments, revealing a cavity in the wall. From it, he takes several bottles of cognac, handing each to Pfefferberg.

EXT. CATHOLIC CEMETERY - NIGHT

Flanked by headstones on every side, a Pole jams a crowbar at the earth, wedges it under a buried length of timber, and, with Pfefferberg's help, pries it off, revealing cases of cigarettes.

INT. UPSTAIRS FOYER - D.E.F. - DAY

The eighteen secretaries assemble gift baskets of liquor, cigarettes, coffee, tea, fresh fruit and other luxury goods.

Moving among them, checking the cards designating the recipients, Schindler plucks a jar of caviar and a box of cigars from one basket and drops them in another.

SCHINDLER

Scherner's an Oberfuhrer. That's above a Sturmbannfuhrer. Let's try and keep this straight.

INT. SCHINDLER'S OFFICE - DAY

Glancing down at the hundred or so workers on the factory floor, Schindler dictates a letter to one of his secretaries:

SCHINDLER

It's my distinct pleasure to offer you the services of Deutsche Emailwaren Fabrik -

INT. FACTORY - DAY

The elaborate gift baskets are wheeled past the workers struggling to master the mechanics of enamelware production, and failing.

SCHINDLER V.O.

- manufacturers of superior enamelware crockery for military use -

INT. TOFFEL'S OFFICE, SS HEADQUARTERS - DAY

As Unterscharfuhrer Herman Toffel considers the wondrous contents of the gift basket on his desk, his secretary reads from the note that accompanied it -

TOPPEL'S SEC'Y
Anticipating the enclosed bids
will meet with your approval -

INT. CZURDA'S OFFICE, SS HEADQUARTERS - DAY

As Obersturmbannfuhrer Czurda examines the label of French champagne from his (larger) gift basket, his secretary reads -

CZURDA'S SEC'Y
- and looking forward to a long
and mutually prosperous
association -

INT. SCHERNER'S OFFICE, SS HEADQUARTERS - DAY

As Oberfuhrer Scherner lifts the lid of a box of Havana cigars from his (even larger) basket, his secretary reads -

SCHERNER'S SEC'Y
- I extend to you, in advance, my
sincerest gratitude -

INT. TOFFEL'S OFFICE

Nudging aside a plate of pate to get to his pen set, Toffel initials Schindler's submitted bids.

TOFFEL'S SEC'Y V.O.
Best regards, Oskar Schindler -

INT. CZURDA'S OFFICE

Czurda initials the bids.

CZURDA'S SEC'Y V.O.
- Oskar Schindler -

INT. SCHERNER'S OFFICE

Scherner signs several Armaments contracts, the letters "D.E.F." appearing on all of them.

SCHERNER'S SEC'Y V.O.
- Oskar Schindler, Direktor,
D.E.F.

INT/EXT. FACTORY - DAY

Workers slide raw sheets of metal into presses that stamp them into plates, bowls and cups -

The products are carted over to other workers who dip them into vats of enamel and carry them on long sticks to and into furnaces - ;

Mess kits already baked and dried are wheeled to the packing area, boxed and sealed and marked and carted outside to the loading dock and put into trucks -

As the trucks roll out, the Adler limousine pulls in. The driver hurries out, opens a rear door, and Schindler emerges -

Few of the 300 Jewish laborers glance up from their work at Herr Direktor - the big gold party pin stuck into the lapel of his fur-collared top coat - as he moves through the place, his place, his factory -

He climbs the stairs to the office foyer, comes past his army of beautiful secretaries and crooks a finger to Stern at a desk covered with ledgers.

The accountant follows after Schindler to his office, passing the girl nearest it, the prettiest, Klonowska, hunting and pecking at a typewriter, and the sign painter, kneeling, repainting "Herr Direktor" larger on the door -

Schindler crosses his office to the wall of windows, his favorite place in the world, and looks down at all the activity below.

SCHINDLER
Sit down.

Stern takes a seat. Schindler pours two drinks from a decanter and, turning back, holds one out to Stern. Stern, of course, declines. Schindler groans.

SCHINDLER
Oh, come on.

He puts the drink in Stern's hand, moves behind his desk and sits.

SCHINDLER

My father was fond of saying you
need three things in life. A good
doctor, a forgiving priest and a
clever accountant. The first
two -

He dismisses them with a shrug.

SCHINDLER

I've never had much use for them.
But the third -

He raises his glass in recognition of the accountant. Stern's
stays in his lap.

SCHINDLER

(long sufferingly)

Just pretend for Christ's sake.

Stern acquiesces, raises the glass slightly, but it's an empty
mechanical gesture. Schindler drinks. Stern doesn't; he sets
his glass down.

STERN

Is that all?

SCHINDLER

(annoyed)

I'm trying to thank you. I'm
saying I couldn't have done this
without you. The usual thing
would be for you to acknowledge my
gratitude. It would also, by the
way, be the courteous thing.

STERN

(pause)

You're welcome.

Schindler stares at him, bewildered by the hollowness of his
tone. In fact, everything about Stern puzzles him.

SCHINDLER

Yeah, okay, you can go.

Stern gets up and leaves.

INT. SCHINDLER'S APARTMENT - MORNING

Klonowska, wearing a man's silk robe, traipses past the remains
of a party to the front door. Opening it reveals a nice
looking, nicely dressed woman with a suitcase.

KLONOWSKA

Yes?

A series of realizations is made by each of them, quickly, silently, ending up with Klonowska looking ill.

SCHINDLER O.S.

Who is it?

INT. SCHINDLER'S APARTMENT - MORNING

Schindler sets a cup of coffee down in front of his wife. Behind him, through a doorway, Klonowska can be seen hurriedly gathering her things.

SCHINDLER

She's so embarrassed - look at
her -

Emilie Schindler begrudges him a glance to the bedroom, catching the girl just as she looks up - embarrassed.

SCHINDLER

You know what, you'd like her.

EMILIE

Oskar, please -

SCHINDLER

What -

EMILIE

I don't have to like her just
because you do. It doesn't work
that way.

SCHINDLER

You would, though. That's all I'm
saying.

His face is complete innocence. It's the first thing she fell in love with; and perhaps the thing that keeps her from killing him now. Klonowska emerges from the bedroom thoroughly self-conscious.

KLONOWSKA

Goodbye. It was a pleasure
meeting you.

She shakes Emilie's limp hand. Schindler sees her to the door, lets her out and returns to the table, smiling to himself. Emilie's glancing around at the place.

EMILIE
You've done well here.

He nods; he's proud of it. He studies her.

SCHINDLER
You look great.

EXT. SCHINDLER'S APARTMENT BUILDING - NIGHT

They emerge from the building in formal clothes, both of them looking great. It's wet and slick out; the doorman offers Emilie his arm.

DOORMAN
Careful of the pavement -

SCHINDLER
- Mrs. Schindler.

The doorman shoots a glance to Schindler that asks, clearly, Really? Schindler opens the passenger door of the Mercedes for his wife, and the doorman helps her in.

INT. RESTAURANT - NIGHT

A nice place. "No Jews or Dogs Allowed." The maitre 'd welcomes the couple warmly, shakes Schindler's hand. Nodding to his date -

SCHINDLER
Mrs. Schindler.

The maitre 'd tries to bury his surprise. He's almost successful.

INT. RESTAURANT - LATER - NIGHT

No fewer than four waiters attend them - refilling a glass, sliding pastries onto china, lighting Schindler's cigarette, raking crumbs from the table with little combs.

EMILIE
It's not a charade, all this?

SCHINDLER
A charade? How could it be a charade?

She doesn't know, but she does know him. And all these signs of apparent success just don't fit his profile. Schindler lets her in on a discovery -

SCHINDLER

There's no way I could have known this before, but there was always something missing. In every business I tried, I see now it wasn't me that was failing, it was this thing, this missing thing. Even if I'd known what it was, there's nothing I could have done about it, because you can't create this thing. And it makes all the difference in the world between success and failure.

He waits for her to guess what the thing is. His look says, It's so simple, how can you not know?

EMILIE

Luck.

SCHINDLER

War.

INT. NIGHTCLUB - NIGHT

"Gloomy Sunday" from a combo on a stage. Schindler and Emilie in each others' arms, dancing. Both have had a few.

SCHINDLER

Did you know that young men are killing themselves because of this song? Thwarted by love, they quote its lyrics in their suicide notes. The Reich Propaganda Office has banned it. Consequently, you hear it everywhere you go.

Pressed against her, he can feel her laugh to herself.

SCHINDLER

What, it's true.

EMILIE

No, I'm just happy. I feel like an old-fashioned couple. It feels good.

He smiles, even as his eyes roam the room and find and meet the eyes of a German girl dancing with another man.

INT. SCHINDLER'S APARTMENT - LATER - NIGHT

Schindler and Emilie lounging in bed, champagne bottle on the nightstand. Long silence before -

EMILIE
Should I stay?

SCHINDLER
(pause)
It's a beautiful city.

That's not the answer she's looking for and he knows it.

EMILIE
Should I stay?

SCHINDLER
(pause)
It's up to you.

That's not it either.

EMILIE
No, it's up to you.

Schindler stares out at the lights of the city. They look like jewels.

EMILIE
Promise me no doorman or maitre
'd will presume I am anyone other
than Mrs. Schindler ... and I'll
stay.

He promises her nothing.

EXT. TRAIN STATION - DAY

Emilie waves goodbye to him from a first-class compartment window. Down on the platform, he waves goodbye to her. As the train pulls away, he turns away, and -

- the platform of the next track is revealed, where soldiers and clerks are supervising the boarding of hundreds of Jews onto another train.

CLERKS
Your luggage will follow you.
Make sure it's clearly labeled.
Leave your luggage on the
platform ...

Tight on pencils and pens being borrowed, changing hands, and names being carefully written on labels.

EXT. D.E.F. LOADING DOCK - DAY

As workers load crates of enamelware onto trucks, Stern and Schindler and the dock foreman confer over an invoice. More to Stern -

FOREMAN

Every other time it's been all right. This time when I weigh the truck, I see he's heavy, he's loaded more than he's supposed to. I point this out to him. I tell him to wait. He tells me he's got a new arrangement with Mr. Schindler -

(to Schindler)

- that you know all about it and it's okay with you.

SCHINDLER

It's "okay" with me?

On the surface, Schindler remains calm; underneath, he's livid. Clearly it's not "okay" with him.

STERN

How heavy was he?

FOREMAN

Too much for it to be a mistake.
A hundred kilos.

Stern and Schindler exchange a glance. Then -

SCHINDLER

You're sure.

The foreman nods.

INT. GHETTO STOREFRONT - DAY

Schindler and two thugs bang in through the front door, startling a woman at a desk. They move past her without a word and into the back of the place, into a storeroom, and stride past long racks full of enamelware and other goods.

A man glances up, sees them coming. He's one of Schindler's investors, the one who questioned the German's word. The man's teenage sons rush to their father's defense, but one of the thugs grabs him and locks an arm tightly around his neck while the other warns the boys to stay back with a truncheon. Silence. Then, calmly -

SCHINDLER

If you or anyone acting as an agent for you comes to my factory again, I'll have you arrested.

INVESTOR

It was a mistake.

SCHINDLER

It was a mistake? What was a mistake? How do you know what I'm talking about?

INVESTOR

All right, it wasn't a mistake, but it was one time.

SCHINDLER

We had a deal, you broke it. One phone call and your whole family is dead.

He turns and walks away. The thug loosens his grip and, with the other, follows. The investor's sons help their father up off the floor. Gasping, he yells -

INVESTOR

I gave you money.

- but Schindler is already gone, coming through the front office and out the front door.

INT. FACTORY FLOOR - DAY

The long tables accommodate most of the workers. The rest eat their lunch on the floor. Soup and bread.

INT. SCHINDLER'S OFFICE - SAME TIME - DAY

An elegant place setting for one. Meat and vegetables and a glass of wine, all untouched. Unaffected by the episode with the investor, he calmly leafs through pages of a report Stern has prepared for him.

SCHINDLER

I could try to read this or
I could eat my lunch while it's
still hot. We're doing well?

STERN

Yes.

SCHINDLER

Better this month than last?

STERN

Yes.

SCHINDLER

Any reason to think next month
will be worse?

STERN

The war could end.

No chance of that. Satisfied, Schindler returns the report to his accountant and starts to eat. Stern knows he is excused, but looks like he wants to say something more.

SCHINDLER

(impatient)

What?

STERN

There's a machinist outside who'd
like to thank you personally for
giving him a job.

Schindler gives his accountant a long-suffering look.

STERN

He asks every day. It'll just
take a minute. He's very
grateful.

Schindler's silence says, Is this really necessary? Stern pretends it's a tacit okay, goes to the door and pokes his head out.

STERN

Mr. Lowenstein?

An old man with one arm appears in the doorway and Schindler glances to the ceiling, to heaven. As the man slowly makes his way into the room, Schindler sees the bruises on his face. And when he speaks, only half his mouth moves; the other half is paralyzed.

LOWENSTEIN

I want to thank you, sir, for giving me the opportunity to work.

SCHINDLER

You're welcome, I'm sure you're doing a great job.

Schindler shakes the man's hand perfunctorily and tells Stern with a look, Okay, that's enough, get him out of here.

LOWENSTEIN

The SS beat me up. They would have killed me, but I'm essential to the war effort, thanks to you.

SCHINDLER

That's great.

LOWENSTEIN

I work hard for you. I'll continue to work hard for you.

SCHINDLER

That's great, thanks.

LOWENSTEIN

God bless you, sir.

SCHINDLER

Yeah, okay.

LOWENSTEIN

You're a good man.

Schindler is dying, and telling Stern with his eyes, Get this guy out of here. Stern takes the man's arm.

STERN

Okay, Mr. Lowenstein.

LOWENSTEIN

He saved my life.

STERN

Yes, he did.

LOWENSTEIN

God bless him.

STERN

Yes.

They disappear out the door. Schindler sits down to his meal. And tries to eat it.

EXT. FACTORY - LATER - DAY

Stern and Schindler emerge from the rear of the factory. The limousine is waiting, the back door held open by a driver. Climbing in -

SCHINDLER
Don't ever do that to me again.

STERN
Do what?

Stern knows what he means. And Schindler knows he knows.

SCHINDLER
Close the door.

The driver closes the door.

EXT. GHETTO GATE - DAY

Snow on the ground and more coming down. A hundred of Schindler's workers marching past the ghetto gate, as is the custom, under armed guard. Turning onto Zablocie Street, they're halted by an SS unit standing around some trucks.

EXT. ZABLOCIE STREET - DAY

Shovels scraping at snow; the D.E.F. workers clearing it from the street. A dialog between one of the guards and an SS officer is interrupted by a shot - and the face of the one-armed machinist falls into frame.

TOFFEL V.O.
It's got nothing to do with reality, Oskar, you know it and I know it -

INT. TOFFEL'S OFFICE, SS HQ - DAY

Herman Toffel, the SS contact of Schindler's he actually likes, sits behind his desk.

TOFFEL
- It's a matter of national priority to some of them. It's got a ritual significance to them, Jews shoveling snow.

SCHINDLER
I lost a day of production.
I lost a worker. I expect to be compensated.

TOFFEL
File a grievance with the Economic Office, it's your right.

SCHINDLER
Would it do any good?

TOFFEL
No.

Schindler knows it's not Toffel's fault, but the whole situation is maddening to him. He shakes his head in disgust.

TOFFEL
I think you're going to have to put up with a lot of snow shoveling yet.

Schindler gets up, shakes Toffel's hand, turns to leave.

TOFFEL
A one-armed machinist, Oskar?

SCHINDLER
(right back)
He was a metal press operator, quite skilled.

Toffel smiles, Sure.

EXT. FOREST ROAD - DAY

To the melody of "Old Tannenbaum," Schindler's driver, axe in his hand, trails after his boss who's walking along the side of the road considering the trees lining it.

JUMPCUT TO - clumps of snow falling from the top of the tree Schindler has picked - a thirty-footer - as his driver hacks at its trunk. The MUSIC continues over:

INT. FACTORY - DAY

Schindler moving past the tree, beautifully trimmed with decorations, handing out fistfuls of cigarettes to the workers, wishing them a merry Christmas.

INT. D.E.F. FRONT OFFICE - DAY

Amid more Christmas decorations, Schindler's many secretaries open presents from him. Klonowska's at her desk, her eyes closed tight.

SCHINDLER

All right.

She opens her eyes and smiles. Schindler is holding a poodle in his arms. As she comes around to kiss him, he sets the dog on the desk, and Stern, across the room, watches blank-faced.

GESTAPO O.S

Oskar Schindler?

Schindler, Stern, Klonowska and the others turn to the voice. Two Gestapo men have entered unannounced.

GESTAPO

We have a warrant to take your company's business records with us. And another to take you.

Schindler stares at them in disbelief. Stern quietly slips one of the ledgers on his desk into a drawer.

SCHINDLER

Am I permitted to have my secretary cancel my appointments for the day?

He doesn't wait for their approval. He scribbles down some names - Toffel, Czurda, Reeder, Scherner. Underlining Scherner, he glances to Klonowska. She understands.

INT. GESTAPO CAR - MOVING - DAY

Schindler lounges in the back seat, watching Pomorska Street and SS Headquarters coming into view.

INT. OFFICE, SS HEADQUARTERS, CRACOW - DAY

A humorless middle-level bureaucrat sits behind a desk and D.E.F.'s ledgers and cashbooks.

BUREAUCRAT

You live very well.

The man slowly shakes his head 'no' to Schindler's offer of a cigarette. Schindler tamps it against the crystal of his gold watch.

BUREAUCRAT

This standard of living comes
entirely from legitimate sources,
I take it?

Schindler lights the cigarette and drags on it, all but ignoring the man.

BUREAUCRAT

As an SS supplier, you have a moral obligation to desist from blackmarket dealings. You're in business to support the war effort, not fatten your -

SCHINDLER

(interrupting)

You know? When my friends ask, I'd love to be able to tell them you treated me with the utmost courtesy and respect.

The quiet matter-of-fact tone, more than the comment itself, throws the bureaucrat off his rhythm. His eyes narrow slightly as he wonders, perhaps, just who Schindler's "friends" might be. There's a long silence.

INT. HALLWAY / ROOM - SS HEADQUARTERS - DAY

The two who arrested him lead Schindler down a long hallway. They reach a door, have him step inside and close the door after him.

Inside, Schindler smiles. There are thin drapes over the barred windows, toiletries laid out on the washbasin. If this is a cell, it's a cell for dignitaries.

INT. SS "CELL" - EVENING

Schindler knocks on the inside of the door. A Waffen SS man opens it. The "prisoner" peels several bills from a thick wad.

SCHINDLER

Chances of getting a bottle of vodka pretty good?

He hands the young guard five times the going price.

WAFFEN GUARD

Yes, sir.

The guard turns to leave.

SCHINDLER
Wait a minute.

He peels off several more bills and hands them over.

SCHINDLER
Pajamas.

INT. SS "CELL" - MORNING

Perched on the side of the bed in pajamas, Schindler works on a breakfast of herring and eggs, cheeses, rolls and coffee. Someone has also brought him a newspaper. There's an apologetic knock on the door before it opens.

GUARD
I'm sorry to disturb you, sir.
Whenever you're ready, you're free
to leave.

INT. FOYER, SS HEADQUARTERS - MORNING

The guard leads Schindler across the foyer. Waiting for him near the front doors of the building are the bureaucrat and the arresting officers. Reaching them -

BUREAUCRAT
I'd advise you not to get too
comfortable. Sooner or later, law
prevails. No matter who your
friends are.

Schindler ignores him completely. The man tries to turn over the D.E.P. records to their owner, but Schindler makes no move to take them.

SCHINDLER
Do you expect me to walk home?

An awkward silence as the others look to the clerk. Eventually, to the arresting officer -

BUREAUCRAT
Bring a car around for Mr.
Schindler.

EXT. D.E.P. FACTORY - DAY

A Gestapo limousine pulls in through the gates of the factory, parks near the loading docks. The driver-arresting officer waits for Schindler to climb out, but he doesn't; he waits for the officer to come around and open the door for him.

SCHINDLER

If you'd return the ledgers to my office I'd appreciate it.

There are no less than forty able-bodied Jewish laborers working on the docks, any one of which would be better suited to the task. The SS man calls to one of them.

SCHINDLER

Excuse me - hey -
(the SS man turns)
They're working.

The guy just stares. Finally he heads off with the ledgers. The poodle bounds out past him and over to Schindler. He gives the dog a pat on the head.

EXT. SCHINDLER'S BUILDING - EVENING

Elegantly dressed for a night out, Schindler and Klonowska emerge from the building. As they're escorted to the waiting car, Schindler hesitates. Pfefferberg, in the shadows of an alcove, is gesturing to him, beckoning him.

Schindler excuses himself. Klonowska watches as he joins the man in the alcove. Their whispered conversation is over quickly and Pfefferberg hurries off.

EXT. PROKOCIM DEPOT - CRACOW - LATER - NIGHT

From the locomotive, looking back, the string of slatted livestock carriages stretches into darkness. There's a lot of activity on the platform:

Guards mill. Handcarts piled with luggage trundle by. People hand up children to others already in the cars and climb aboard after them. The clerks are out in full force with their lists and clipboards, reminding the travelers to label their suitcases.

Climbing from his Mercedes, Schindler stares. He's heard of this, but actually seeing the juxtaposition - humans and cattle cars - this is something else.

Recovering, he tells Klonowska to stay in the car and, moving alongside the train, calls Stern's name to the faces peering out from behind the slats and barbed wire.

AN ENORMOUS LIST OF NAMES -

- several pages-worth on a clipboard; a Gestapo clerk methodically leafing through them.

CLERK
Itzhak Stern?
(Schindler nods)
He's on the list.

SCHINDLER
He is.

The clerk shows him the list, points out the name to him.

SCHINDLER
Well, let's find him.

CLERK
He's on the list. If he were an essential worker, he would not be on the list. He's on the list.
You can't have him.

SCHINDLER
I'm talking to a clerk.

Schindler pulls out a small notepad and drops his voice to a hard murmur, the growl of a reasonable man who isn't ready - yet - to bring out his heavy guns:

SCHINDLER
What's your name?

CLERK
Sir, the list is correct.

SCHINDLER
I didn't ask you about the list,
I asked you your name.

CLERK
Klaus Tauber.

As Schindler writes it down, the clerk has second thoughts and calls to a superior, an SS sergeant, who comes over.

CLERK
The gentleman thinks a mistake's been made.

SCHINDLER

My plant manager is somewhere on this train. If it leaves with him on it, it'll disrupt production and the Armaments Board will want to know why.

The sergeant takes a good hard look at the clothes, at the gold Nazi party pin, at the man wearing them.

SERGEANT

(to the clerk)
Is he on the list?

CLERK

Yes, sir.

SERGEANT

(to Schindler)
The list is correct, sir. There's nothing I can do.

SCHINDLER

May as well get your name while you're here.

SERGEANT

My name? My name is Kunder.
Sergeant Kunder. What's yours?

SCHINDLER

Schindler.

The sergeant takes out a pad. Now all three of them have lists. He jots down Schindler's name. Schindler jots down his and flips the pad closed.

SCHINDLER

Sergeant, Mr. Tauber, thank you very much. I think I can guarantee you you'll both be in Southern Russia before the end of the month. Good evening.

He walks away, back toward his car. The clerk and sergeant smile. But slowly, slowly, the smiles sour at the possibility that this man calmly walking away from them could somehow arrange such a fate ...

ALL THREE OF THEM -

- Schindler, the clerk and the sergeant - stride along the side

of the cars. Two of them are calling out loudly -

CLERK & SERGEANT
Stern! Itzhak Stern!

Wheels grind against track as the train begins to move. The sergeant and clerk, with some urgency, motion to other clerks and officers, who, at first puzzled, pick up the chant -

OTHER CLERKS & SS
Stern! Itzhak Stern!

Soon it seems as if everybody except Schindler is yelling out the name. The faces behind the slats of the livestock cars begin to blur as the locomotive gains speed.

SCHINDLER
There he is.

The sergeant calls to a brakeman to halt the train, but the order sinks under the noise of the train. He yells louder and motions with desperation. The trainman finally acts, running the length of the platform, blowing at a whistle. The train slows, and eventually grinds to a halt.

SERGEANT
Open it.

Guards yank at a lever, slide the gate open. Stern climbs down. The clerk draws a line through his name on the list and hands the clipboard to Schindler.

CLERK
Initial it, please.
(Schindler initials
the change)
And this ...

As Schindler signs three or four forms, the guards slide the carriage gate closed. Those left inside seem grateful for the extra space.

CLERK
It makes no difference to us, you understand - this one, that one.
It's the inconvenience to the list. It's the paperwork.

Schindler returns the clipboard. The sergeant motions to a corporal who motions to the engineer. As the train pulls away from the station, Stern tries to keep up with Schindler who's striding away.

STERN

I somehow left my work card at home. I tried to tell them it was a mistake, but they -

Schindler silences him abruptly with a look. He's livid. Stern's glance settles on his own shoes.

STERN

I'm sorry, it was stupid.

SCHINDLER

What if I got here five minutes later?

Looking away to the train disappearing into the night, Stern nods contritely.

SCHINDLER

Then where would I be?

Stern's glance back wonders whose fate Schindler was more concerned about - Stern's or his own. Schindler turns away and heads for the car.

Stern hesitates, then trails after him, passing an area where all the luggage, carefully tagged, has been left -

EXT / INT. MECHANICS GARAGE - NIGHT

Mechanics' hook-lamps throw down pools of light through which men wheel handcarts piled high with suitcases, briefcases, steamer trunks.

Moving along with one of the handcarts into a huge garage past racks of clothes, each item tagged, past musical instruments, furniture, paintings. Against one wall - children's toys, sorted by size.

The cart stops. A valise is handed to someone who dumps and sorts the contents on a greasy table. The jewelry is taken to another area, to a pit, one of two deep lubrication bays filled with watches, bracelets, necklaces, candelabra, Passover platters, gold in one, silver the other, and tossed in.

At workbenches, under SS guard, Mordecai Wulken and three other Jewish jewelers sift and sort and weigh and grade diamonds, pearls, pendants, brooches and children's rings - faltering only once, when a uniformed figure upends a box, spilling out gold teeth smeared with blood.

EXT. COUNTRYSIDE - DAY

Fractured gravestones like broken teeth jut from the earth of a neglected Jewish cemetery outside of town. Down the road that runs alongside it comes a German staff car.

INT. STAFF CAR - MOVING - DAY

In the backseat, Untersturmführer Amon Goeth pulls on a flask of schnapps. His age and build are about that of Schindler's; his face open and pleasant.

Ignoring the other (lower-ranking) SS officers in the car, Goeth gazes out the window at the broken tombstones moving past like a tourist noting a place that might be nice to return to someday.

EXT. PLASZOW FORCED LABOR SITE - DAY

Outside Cracow, a previously abandoned limestone quarry lies nestled between two hills. The stone and brick buildings look like they've been here forever; the wooden structures, those that are up, are built of freshly-cut lumber.

There's a great deal of activity. New construction and renovation - foundations being poured, rail tracks being laid, fences and watchtowers going up, heavy segments of huts - wall panels, eaves sections - being dragged uphill by teams of bescarved women like some ancient Egyptian industry.

Goeth surveys the site from a knoll, clearly pleased with it. But then he's distracted by voices - a man's, a woman's - arguing down where some barracks are being erected.

The woman breaks off the dialog with a disgusted wave of her hand and stalks back to a half-finished barracks. The man, one from the car, Hujar, sees Goeth, Knude and Haase coming down the hill and moves to meet them.

HUJAR

She's says the foundation was poured wrong, she's got to take it down. I told her it's a barracks, not a fucking hotel, fucking Jew engineer.

Goeth watches the woman moving around the shell of the building, pointing, directing, telling the workers to take it all down. He goes to take a closer look. She comes over.

ENGINEER

The entire foundation has to be dug up and repoured. If it isn't, the thing will collapse before it's even completed.

Goeth considers the foundation as if he knew about such things. He nods pensively. Then turns to Hujar.

GOETH

(calmly)

Shoot her.

It's hard to tell which is more stunned by the order, the woman or Hujar. Both stare at Goeth in disbelief. He gives her the reason along with a shrug -

GOETH

You argued with my man.

(to Hujar)

Shoot her.

Hujar unholsters his pistol but holds it limply at his side. The workers become aware of what's happening and still their hammers.

HUJAR

Sir ...

Goeth groans and takes the gun from him and puts it to the woman's head. Calmly to her -

GOETH

I'm sure you're right.

He fires. She crumples to the ground. He returns the gun to his stunned inferior and, gesturing down at the body, addresses the workers:

GOETH

That's somebody who knew what they were doing. That's somebody I needed.

(pause)

Take it down, repour it, rebuild it, like she said.

He turns and walks away.

EXT. STABLES - DAWN

Stable boys lead two horses into the pre-dawn light. The animals' hoofs shatter tufts of weeds like fingers of glass; fog plumes from their nostrils.

EXT. PARK, CRACOW - DAWN

Smoke from cigarettes curls into the chilly pre-dawn air.

Sonderkommandos, at ease with the confidence that comes in knowing they're going into battle without physical risk, that they can achieve honor without the ordeal of being shot at, lounge against walls and lampposts and the fenders of idling trucks, chatting and smoking.

EXT. GHETTO - DAWN

An empty street. Rooftops against a lightening sky. A few of the windows in the buildings are lighted, glowing amber; the majority are still dark.

INT. SCHINDLER'S APARTMENT - DAWN

Ingrid, perched on the edge of the bed, pulls on riding boots. In the bathroom, Schindler brushes shaving soap on his face and picks up a straight razor -

INT. PRESIDENTIAL SUITE, GRAND HOTEL - DAWN

The blade of a straight razor slides through lather on Goeth's cheek. He dips it in water and touches it to his skin again.

EXT. PEACE SQUARE, GHETTO - DAWN

A fourteen year old kid hurries across the square pulling on his O.D. armband. Several others of the Jewish Ghetto Police, Goldberg and Chilowicz among them, are already assembled there. The clerks, the list makers, scissor open their folding tables, set out their ink pads and stamps.

EXT. STABLES - DAWN

The stable boys hoist saddles onto the horses, cinch the straps. Leaning against the hood of a Mercedes, Schindler and Ingrid, in long hacking jackets, riding breeches and boots, share cognac from his flask.

EXT. PARK, CRACOW - DAWN

Untersturmführer Goeth, soon to be Commandant Goeth, stands before the assembled troops with a flask of cognac in his hand. He looks out over them proudly; they're good boys, these, the best. He addresses them -

GOETH

Today is history. The young will ask with wonder about this day. Today is history and you're a part of it.

EXT. STABLES - DAWN

Ingrid climbs onto one of the horses, Schindler onto the other. As the animals gallop away with their riders toward a wood, the stable boys wave.

GOETH V.O.

Six hundred years ago when, elsewhere, they were footing the blame for the Black Death, Kazimierz the Great, so called, told the Jews they could come to Cracow.

EXT. PARK, CRACOW - DAWN

The fresh young faces of the Sonderkommandos, listening to their commander.

GOETH

They came. They trundled their belongings into this city. They settled, they took hold, they prospered.

EXT. WOODS - DAWN

The horses panting hard. Their hoofs hammering at the ground, climbing a hill. Riding boots kicking at their flanks.

GOETH V.O.

For six centuries, there has been a Jewish Cracow.

EXT. PARK, CRACOW - DAWN

The boots of Amon Goeth slowly pacing. He stops. Tight on his face, smiling pleasantly.

GOETH

By this evening, those six centuries are a rumor. They never happened. Today is history.

EXT. HILLTOP CLEARING - DAWN

The galloping horses break through to a clearing high on a hill. The riders pull in the reins and the hoofs rip at the earth.

Schindler smiles at the view, the beauty of it with the sun just coming up. From here, all of Cracow can be seen in striking relief, like a model of a town.

He can see the Vistula, the river that separates the ghetto from Kazimierz; Wawel Castle, from where the National Socialist Party's Hans Frank rules the Government General of Poland; beyond it, the center of town.

He begins to notice refinements: the walls that define the ghetto; Peace Square, the assembly of men and boys. He notices a line of trucks rolling east across the Kosciuscko Bridge, another across the bridge at Podgorze, a third along Zablocie Street, all angling in on the ghetto like spokes to a hub.

EXT. GHETTO - DAWN

The wheels of the last truck clear the portals at Lwowska Street and the Sonderkommandos jump down.

INT. APARTMENT BUILDINGS - DAWN

Families are routed from their apartments. An appeal to be allowed to pack is answered with a rifle butt; an unannounced move to a desk drawer is halted by the snap of dog's jaws or the report of a gun.

EXT. STREETS, GHETTO - DAWN

Spilling out of the buildings, they're herded into lines without regard to family considerations; some other unfathomable system is at work here, something to do with the "W's" and "Z's" and "R's" stamped across the workcards the clerks are demanding to see.

INT. PFEFFERBERG'S APARTMENT - DAWN

Throwing on some clothes, Pfefferberg hurries past his young wife Mila issuing instructions -

PFEFFERBERG
Pack some things. Nothing bigger
than this -

He holds his hands apart chest-width.

PFEFFERBERG
I have to check something out,
I'll be back before you're done.

And he's out the door.

EXT. GHETTO STREET - DAWN

The Dresners are split up - Mr. Dresner to one line, his wife and daughter Danka to another. A frantic woman's wailing appeals to join her husband's line are abruptly cut off by a short burst of gunfire.

EXT. HILLTOP - DAWN

From here, the action down below seems staged, unreal, the rifle bursts no louder than caps. A man falls to the ground well before the sound of the shot that killed him arrives.

Dismounting, Schindler moves closer to the edge of the hill, curious. His attention is drawn to a small distant figure, all in RED, at the rear of one of the many columns.

EXT. STREET - DAWN

Small red shoes against a forest of gleaming black boots. A Waffen SS man occasionally corrects three year old Genia's drift, fraternally it seems, nudging her gently back in line with the barrel of his rifle. A volley of shots echoes from up the street.

EXT. STREET - DAWN

Moving with a long line toward an idling truck, Mrs. Dresner pulls her daughter into an alcove.

EXT. HILLTOP - DAWN

Schindler watches as the girl in red slowly wanders away unnoticed by the SS. Against the grays of the buildings and street she's a bright moving target.

EXT. STREET - DAWN

A truck thundering down the street obscures her for a moment. Then she's moving past a pile of bodies, old people executed in the street, and Pfefferberg prying off a manhole cover -

INT. SEWERS - DAWN

Pfefferberg descends metal rungs into a sewer tunnel. The noise from above - the dogs and the trucks and orders shouted through megaphones - echoes weirdly off the walls.

He comes around a corner and sees light - and figures silhouetted against it - up ahead. They make it to the end of the tunnel, by the banks of the Vistula, but are gunned down by waiting troops as they emerge. Shielding his head from the stray bullets ricochetting off the walls, Pfefferberg turns abruptly back the way he came and runs.

INT/EXT. GHETTO APARTMENT - DAWN

A frightened woman ushers her elderly parents into a cavity behind a false wall. Closing herself into it, she sees Danka and Mrs. Dresner hurrying into the room and motions to the girl to get inside. Danka slides past the woman into the nook and the wall-door closes plunging it into darkness.

DANKA

Mom - ?

Her mother has been intentionally left outside. Too stunned to move at first, Mrs. Dresner recovers and raps at the wall and it opens a crack revealing the frightened woman's face.

IRRATIONAL WOMAN

There's not enough room for you.

MRS. DRESNER

What are you talking about, we tried it, remember? There's more than enough room.

IRRATIONAL WOMAN

I changed my mind.

The wall closes up again. The bark of Dobermans and the megaphoned roaring of Oberscharfuhrers echo from up the street. Mrs. Dresner pounds at the wall and the false door opens a little again.

MRS. DRESNER

Look at the space in there. Now look at me. You're just scared -

IRRATIONAL WOMAN

I can fit the girl but not you.

Shots from up the block sweep away the last of the woman's reason and she slams the wall shut again.

DANKA O.S.

Mom? I'm coming out.

MRS. DRESNER

No, stay in there.

Mrs. Dresner hurries out of the room.

EXT. HILLTOP - DAWN

Schindler keeps watching the girl in red, so conspicuous, yet still moving past crowds, past dogs, past trucks, as though she were invisible.

EXT. STREET - DAWN

Patients in white gowns, and doctors and nurses in white, are herded out the doors of a convalescent hospital. As the small figure in red moves past them, shots explode behind her.

INT. GHETTO APARTMENT BUILDING - CONTINUOUS - DAWN

Mrs. Dresner hurries down the apartment stairs. As she's nearing the doorway of the building, a figure appears in it and she stops, paralyzed with fear.

It's a boy, no more than fourteen. Cap on his head, OD armband, he works for the Germans and is terrifying because of it. Time seems to stand still as he considers Mrs. Dresner. Finally -

OD BOY

Aren't you Danka's mother?

Mrs. Dresner nods anxiously; her life is in the hands of a child.

OD BOY
They'll be here in a minute, hide
under the stairs.

She does as she's told, and listens to the sound of the boy's steps out onto the street and -

OD BOY O.S.
I've searched the building,
there's no one here.

Peering out from her hiding place, she sees some SS men. Satisfied with the boy's report, they move on, and Mrs. Dresner hurries back up the stairs to retrieve Danka.

EXT. HILLTOP - DAWN

Short bursts of light flash throughout the ghetto like stars. Schindler, fixated still on the figure in red, loses sight of her as she turns a corner.

EXT/INT. PFEFFERBERG'S APARTMENT - DAWN

Pfefferberg hurries past the girl, into his building and up a flight of stairs to his apartment.

PFEFFERBERG
Mila?

She's not there. There are no suitcases. She's gone. He hurries back down the stairs and out onto the street just as three SS men appear around a corner down the block.

There's nowhere to hide; the second he moves he'll be seen and probably shot. Trying to think - fast - his glance shifts to the suitcases littering the street.

Flanked by Hujar and another NCO, Amon Goeth notices the man stacking suitcases against a wall up ahead. As they draw near, Pfefferberg turns to face them, clicks his heels and salutes.

PFEFFERBERG
Sir, I respectfully report I've
been given orders to clear all the
bundles from the road so there'll
be no obstructions to the
thoroughfare, sir.

He clicks his heels again, salutes, remains at attention. All of which seems to amuse Goeth.

GOETH
Very good saluting.

PFEFFERBERG
Thank you, sir.

GOETH
Finish and join the lines.

PFEFFERBERG
Yes, sir.

Goeth and his men move on, leaving the heel-clicking Ghettomensch to finish with the bundles. Pfefferberg lets out the breath he hadn't realized he was holding.

EXT. HILLTOP - DAWN.

Schindler catches sight of the girl in red again, moving past a line of men filing toward and onto trucks.

EXT. STREET - DAWN

Coming around a corner Genia sees ahead, in the middle of the street, a unit of Sonderkommandos, and beyond them, at the end of the block, slipping out of a line of men, her uncle Idek.

Without slowing, her eyes consider the uniformed men, their backs to her, and the shake of her uncle's head that seems to be saying, against all his natural impulses, Don't run to me, don't call out, you'll give yourself away.

Without a knowing look back, indeed as if by instinct, she keeps moving toward her destination, veering off to it just short of the Sonderkommandos in the street - her apartment.

INT. APARTMENT BUILDING - DAWN

She climbs the stairs. The building is empty. She steps inside an apartment and moves through it - it's been ransacked - and crawls under the bed.

The gunfire outside sounds like firecrackers.

EXT. HILLTOP - NIGHT

Night. Silence. Schindler and Ingrid are gone.

EXT. GHETTO - NIGHT

Broken shop windows. Uninhabited buildings. Bundles and suitcases strewn across deserted streets like bodies. There's no movement. No sound. Until -

Several trucks, as before, roll across the Vistula bridge. They pass through the unmanned ghetto gate and split off down different streets.

Einsatzgruppe squads (Special-Duty groups) climb down and move in packs along the streets. Elite and ferocious men, they wear long overcoats and carry rifles and shotguns.

INT. APARTMENTS - GHETTO - NIGHT

They come up staircases and in through open doors. Unshouldering their weapons, they listen to the quiet ... before shattering it with gunfire.

EXT. GHETTO STREETS - SAME TIME - NIGHT

Windows up and down the streets flash with light.

INT. APARTMENT - NIGHT

Bullets pepper an attic floor, splinter walls, tear through cupboards and pantries, searching for unseen targets, exploding from the muzzles of the Einsatzgruppen's weapons.

As the last shot echoes into temporary silence, the men are already out the door, on their way to the next apartment. Just before shots ring out there, blood, here, seeps from the holes in the ceiling and the walls and the cupboard doors.

EXT. HILLTOP - NIGHT

Below, the ghetto perimeter and interior are clearly distinguishable by the dots of light flashing in the windows of the apartments.

Gradually they diminish in number until the last shot is finally fired and the ghetto disappears into darkness, like a void in the city of Cracow. Outside its boundaries, lights, from lamps not guns, glimmer.

INT. D.E.F. FACTORY - NIGHT

Tables and tools and enamelware scrap. The metal presses and lathes, still. The firing ovens, cold. The gauges at zero.

Against the wall of windows overlooking the empty factory floor, stands a figure, Schindler, in silhouette against the glass, black against white, not moving, just staring down.

FADE TO BLACK

EXT. FOREST - PLASZOW - DAWN

Bloody wheelbarrows, stark against the tree line of a forest above the completed forced labor camp, PLASZOW.

EXT. APPELLPLATZ (PARADE GROUND) PLASZOW - DAWN

Names on lists. Names called out. Tight on faces.

Goldberg at one of several folding tables. The black marketeer-turned-ghetto-cop is now the Lord of Lists inside Plaszow. He and other listmakers call out names, accounting for the fifteen thousand who survived the liquidation of the ghetto and now stand in long straight rows.

Stern is among them.

INT. GOETH'S BEDROOM, PLASZOW - MORNING

Amon Goeth stirs, wakes, glances at the woman asleep beside him. Hungover, he drags himself slowly out of bed.

EXT. GOETH'S BALCONY - MOMENTS LATER - MORNING

Goeth steps out onto the balcony in his undershirt and shorts and peers out across the labor camp, his labor camp, his kingdom. Satisfied with it, even amazed, he's reminiscent of Schindler looking down on his kingdom, his factory, as he loves to do, from his wall of glass.

Life is great. Goeth reaches for a rifle.

EXT. PLASZOW - SAME TIME - MORNING

Workers loading quarry rock onto trolleys under Ukrainian guard and a low morning sun. Every so often, one glances with anticipation to the balcony of Goeth's villa - which is in fact nothing more than a two-story stone house perched on a slight rise in the dry landscape.

EXT. GOETH'S BALCONY - CONTINUED - MORNING

The butt of the rifle against his shoulder, Goeth aims down at the quarry - at this worker, at that one - indiscriminately, inscrutably. He fires a shot and a distant figure falls.

INT. GOETH'S BEDROOM - SAME TIME - MORNING

The woman in bed groans at the echoing shot. She's used to it but she still hates it; it's such an awful way to be woken.

MAJOLA
(muttering)
Amon ... Christ ...

She buries her head under a pillow. Goeth reappears. He pads to his bathroom, goes inside and urinates.

EXT. PLASZOW - DAY

Schindler's Mercedes winds through the camp on a road made entirely of broken tombstones scavenged from the Jewish cemetery.

As it passes warehouses and workshops, barracks and guard blocks and work details, some of the workers from Schindler's factory can be glimpsed among the prisoners. A man standing alone wears a sign around his neck (subtitle), "I am a potato thief."

The Mercedes pulls in next to some other nice cars parked alongside Goeth's villa.

INT. GOETH'S VILLA - DAY

A table set with crystal, china, silver. Goeth and Leo John are there, in pressed SS uniforms, and two industrialists, Bosch and Madritsch. One chair is empty.

LEO JOHN

Your machinery will be moved and installed by the SS at no cost to you. You'll pay no rent, no maintenance -

John glances off, interrupted by Schindler's arrival. Although he's never been here, the industrialist comes in like he owns the place. All but Goeth rise.

SCHINDLER

No, no; come on, sit.

He works his way around the table, patting Bosch and Madritsch on the back - he knows them - shaking John's hand, who he doesn't know. He reaches Goeth.

SCHINDLER

How're you doing?

Goeth takes a good long look at the handsomely dressed entrepreneur and allows him to shake his hand.

GOETH

We started without you.

SCHINDLER

Good.

Schindler takes a seat, shakes a napkin onto his lap, nods to a servant holding out a bottle of champagne to him.

SCHINDLER

Please.

Goeth watches him. The others watch Goeth.

SCHINDLER

I miss anything important?

LEO JOHN

(pause)

I was explaining to Mr. Bosch and Mr. Madritsch some of the benefits of moving their factories into Plaszow.

SCHINDLER

Oh, good, yeah.

Schindler clearly doesn't care, but nods as though he did. He drinks. Goeth just watches him with what seems to be growing amusement. He nods to John to continue.

LEO JOHN

Since your labor is housed on-site, it's available to you at all times. You can work them all night if you want. Your factory policies, whatever they've been in the past, they'll continue to be, they'll be respected -

Schindler laughs out loud, cutting John off, and starts in on the plate of food that's set down in front of him. John glances over to Goeth nonplussed. To Schindler -

GOETH

You know, they told me you were going to be trouble - Czurda and Scherner.

SCHINDLER

You're kidding.

Goeth slowly shakes his head no ... then smiles.

GOETH

He looks great, though, doesn't he? I have to know - where do you get a suit like that? What is that, silk?

(Schindler nods)
It's great.

SCHINDLER

I'd say I'd get you one but the man who made it's probably dead, I don't know.

He shrugs like, Those are the breaks, too bad. Goeth just smiles. The others watch the two of them, unsure how they're supposed to react.

GOETH V.O.

Something wonderful's happened, do you know what it is?

INT. GOETH'S STUDY - LATER - DAY

The others have gone. It's just Goeth and Schindler now. Goeth pours glasses of cognac.

GOETH

- Without planning it, we've reached that happy point in our careers where duty and financial opportunity meet.

Schindler nods pensively, perhaps in agreement, perhaps at some other thought. There's a silence, broken finally by -

SCHINDLER

I go to work the other day,
there's nobody there. Nobody
tells me about this, I have to
find out, I have to go in,
everybody's gone -

GOETH

They're not gone, they're here.

SCHINDLER

They're mine.

His roar echoes into silence. An acquiescent shrug from Goeth finally, and a nod; Schindler's right.

SCHINDLER

Every day that goes by, I'm losing
money. Every worker that is shot,
costs me money - I have to get
somebody else, I have to train
them -

GOETH

We're going to be making so much
money, none of this is going to
matter -

SCHINDLER

(cutting him off)

It's bad business.

They study each other, trying to determine perhaps who's more powerful. Eventually, Goeth shrugs.

GOETH

Some of the boys went crazy,
what're you going to do? You're
right, it's bad business, but it's
over with, it's done.

(pause)

Occasionally, sure, okay, you have
to make an example. But that's
good business.

He glances off to his maid coming in quietly with a tray of sweets. There's a bruise on her face. She sets the tray down carefully, trying to avoid clatter, and looks to Goeth for further instructions.

GOETH
Thank you, Helen.

He smiles pleasantly, watches after her as she leaves, genuinely fond of her it seems. Glancing back to his guest -

GOETH
Scherner told me something else about you.

SCHINDLER
Yeah, what's that?

GOETH
That you know the meaning of the word gratitude. That it's not some vague thing with you like it is to others.

Schindler nods, That's true. Goeth tries to put the situation in perspective:

GOETH
You want to stay where you are. You got things going on the side, things are good, you don't want anybody telling you what to do - I can understand all that.
(pause)
What you want is your own sub-camp.

Schindler admits it by not disagreeing. Goeth thinks about it, nods to himself again, then frowns.

GOETH
Do you have any idea what's involved? The paperwork alone? Forget you got to build it all, getting the fucking permits, that's enough to drive you crazy. Then the engineers show up. They stand around and they argue about drainage - I'm telling you, you'll want to shoot somebody, I've been through it, I know.

SCHINDLER
Well, you've been through it. You know. You could make things easier for me.

Goeth mulls it over, his shrug saying "maybe, maybe not."

A silence before -

SCHINDLER
I'd be grateful.

There's the word Goeth was waiting to hear.

EXT. D.E.P. SUBCAMP SITE - DAY

An SS surveyor measures with even paces a distance of the bare field adjacent to the factory. He sticks a little flag into the ground.

At a folding table set down in the middle of the field, Schindler signs a check made out to the Construction Office, Plaszow, tears it from the large book and hands it and a stack of requisitions to an SS building contractor.

EXT. CONSTRUCTION OFFICE, PLASZOW - DAY

The check and requisitions on a clipboard in Wilek Chilowicz's hands. The Jewish gangster has apparently achieved a status of some importance here already, and moves along trucks being loaded with lumber and cement, electrical and plumbing supplies and rolls of barbed wire. Goeth appears, comes over.

CHILOWICZ
Schindler.

Goeth nods to himself, reaches for the clipboard and browses through the paperwork.

EXT. COUNTRYSIDE - DAY

A convoy of six trucks moving along a narrow road lined with trees. At a fork, three split off to the left, the other three to the right.

EXT. D.E.P. SUBCAMP SITE - DAY

Checking the building supplies being off-loaded from three trucks against carbons of the requisitions on his clipboard, the contractor glances over to one of the drivers.

SS CONTRACTOR
Where's the rest?

EXT. FARM - DAY

The rest is being handed down from the other three trucks and carried into a barn where a man, who looks nothing like a farmer, is paying Chilowicz for the delivery in cash.

EXT. D.E.F. SUBCAMP SITE - DAY

Schindler at the folding table writing out another check. The contractor approaches, clipboard in hand and reports -

| SS CONTRACTOR
They only brought half of what you paid for.

Before the statement's out of the man's mouth, Schindler tears the signed check from the book and hands it over without a look or a word.

EXT. CONSTRUCTION OFFICE, PLASZOW - DAY

The new check on Chilowicz's clipboard. Three more trucks being loaded. Goeth appears again, is handed the cash by his bagman Chilowicz, and walks away.

EXT. D.E.F. SUBCAMP SITE - DAY

A watchtower, half-erected, the little flag still in the ground. Laborers hammer at it while others roll out barbed wire fencing. A surveyor supervises the placement of a post and carefully measures its height; it has to be nine feet, exactly. Schindler and an SS officer come past some SS architects groaning over a set of blueprints.

SS OFFICER
You have the Poles beat the Czechs, you have the Czechs beat the Poles, that way everybody stays in line.

SCHINDLER
All I have is Jews.

He shrugs, Too bad, what're you going to do? The SS officer frowns. Yeah, that's a problem. Two huge dogs on leashes yank another SS man across their path.

EXT. D.E.F. - DAY

As five hundred Plaszow prisoners are marched back onto the grounds of Emalia, any hope they may have had of a more amicable environment is quickly dashed. The place - completed now - looks like a fortress: barbed-wire, towers, and dogs.

Flanked by armed SS guards, Schindler watches impassively as the workers, the Dressers among them, pass through the factory gates. But as the last of them straggles in, and Stern is not among them, Schindler's stoicism is betrayed by concern.

INT. GOETH'S VILLA - NIGHT

The Rosner brothers in evening clothes, Leo on accordion, Henry on violin, playing a Strauss melody, trying to keep it muted, inoffensive. Few of the guests pay attention, which is fine with them.

LEO JOHN

- she's seventy years old, she's been there forever - they bomb her house. Everything's gone. The furniture, everything.

SCHINDLER

(well aware the man
is lying)

Thank God she wasn't there.

LEO JOHN

Thank God she wasn't there.

Schindler, with yet another girl on his arm, endures the officer's lies while sweeping the room with his eyes.

LEO JOHN

I was thinking maybe you could help her out. Some plates and mugs, some stew pots, I don't know. Say half a gross of everything?

Schindler looks at him for the first time, knowingly.

SCHINDLER

She run an orphanage, your aunt?

LEO JOHN

She's old. What she can't use maybe she can sell.

Schindler's girl excuses herself to get a drink.

SCHINDLER
You want it sent directly to her
or through you?

LEO JOHN
Through me, I think. I'd like to
enclose a card.

Schindler nods, Done. Both watch his date across the room
getting a drink. As usual, she's the best-looking one there.

LEO JOHN
Your wife must be a saint.

Whatever tolerance Schindler's had up to this point with John
leaves his face; the look he gives him now is pure contempt.

SCHINDLER
She is.

INT. GOETH'S VILLA - LATER - NIGHT

Helen the maid moves around the important end of the table
carefully setting down appetizers of herring in sauce. There's
a fresh bruise on her face.

GOETH
Ladies and gentlemen, may I
introduce Helen. After three
months with me I'm proud to say
she's now doing well in cuisine
and deportment.

Goeth's girl tonight, a Polish prostitute, eighteen, nineteen,
deadpans as she dips a fork into the herring -

GOETH'S GIRL
I can see she's had a collision
with the kitchen furniture.

The others at the table - Czurda and Leo John and their
girlfriends - smile. Schindler doesn't, but also doesn't
protest. Czurda's girl places a hand on his sleeve.

CZURDA'S GIRL
You're not a soldier?

SCHINDLER
No, dear.

CZURDA

There's a picture. Private Schindler? Blanket around his shoulders over in Kharkov?

Everyone laughs.

GOETH

Happened to what's his name - up in Warsaw - and he was bigger than you, Oskar.

CZURDA

Toebbens.

GOETH

Happened to Toebbens. Almost. Himmler goes up to Warsaw, tells the armaments men, "Get the fucking Jews out of Toebbens' factory and put Toebbens in the Army," and - "and sent him to the Front." I mean, the Front.

Everybody laughs.

GOETH

It's true. Never happen in Cracow, though, we all love you too much.

SCHINDLER

I pay you too much.

Another round of laughs, only this time it's forced. Everybody knows it's true, but you don't say it out loud, and Schindler knows better. Goeth gives him a look; they'll talk later.

EXT. GOETH'S VILLA - LATER - NIGHT

Goeth finds Schindler alone outside smoking a cigarette. Schindler acknowledges him, but that's about it. Finally -

SCHINDLER

You held back Stern. You held back the most important man to my business.

GOETH

If he's important to your business, he's important to mine. He's going to work for me.

SCHINDLER
What do you want for him, I'll
give it to you.

GOETH
I want him.
(turning back)
Come on, let's go inside, let's
have a good time.

Goeth heads back inside. Schindler stays outside, finishing his cigarette.

EXT. PLASZOW - LATER - NIGHT

A folding table outside the prisoners' barracks. At it, playing cards, two night sentries. A figure appears out of the darkness. Schindler. He sets a fifth of vodka down on the table.

EXT. BARRACKS - LATER - NIGHT

Stern has been summoned from his barracks. As Schindler digs through his pockets and hands over tins of food scavenged from the party, Stern offers back in a hushed tone -

STERN
There are two sets of ledgers.
One showing our actual income and
expenditures, and another, in the
middle drawer of my desk, I keep
in case we're audited again.

Schindler nods, he understands. Over at the table, drinking his vodka, sit the sentries. From the hill, the villa, the Rosners' music, faint, can be heard.

STERN
In the lower drawer there's a
list of our black market contacts.
Whether we're buying or selling,
make sure there's no paperwork, no
invoices, no receipts, no -

SCHINDLER
Yeah, I know.

He gets the picture. Stern searches the dark sky for more.

STERN

There's a calendar on my desk.
Put it on your desk, it's got the
birthdays of our SS friends' wives
and children. Don't forget to
send something.

Schindler smiles faintly. His pockets are empty; and Stern's hands full of the things Schindler has brought him.

SCHINDLER

Is that it?

Stern shrugs, Yeah, it's all he can think of now. They stand around a moment more before Schindler turns to leave, to return to the party.

STERN

Oskar.

(Schindler glances
back)

Don't let the things fall apart.
I worked too hard.

(Schindler forces a
smile)

Good luck.

SCHINDLER

(pause)

I couldn't get you out of here,
Stern. I tried.

STERN

I know.

Stern shrugs, You did what you could, and turns to go back into his barracks. Schindler watches after him, then leaves.

INT. VILLA - MORNING

Rebecca Tannenbaum, 19, climbs the stairs behind Helen like the condemned up gallows planks. Quietly matter of fact -

HELEN

From some people he expects a professional manner. From others he finds it cloying. You have to be good at your job, but not so good that it appears you're irreplaceable.

They reach the landing and pass a doorway where the younger girl glimpses the Commandant moving around dressing. As they continue along the hallway -

HELEN

The longer you're with him, the more you see there's no real rules you can keep to. You can't say to yourself, If I follow these rules, I'll be safe.

They reach another, narrower and creaking set of stairs and climb it.

HELEN

The last girl's things are in here.

INT. VILLA ATTIC - CONTINUOUS - DAY

An almost bare room full of light. A young prisoner with a tape measure, pulling it along the baseboards and making notations on a drafting board.

Helen and Rebecca come through past discarded frames of old beds and broken-framed paintings to a wash basin under which the maid finds a small wooden box.

HELEN

All I can say is be careful your hand doesn't slip.

She hands Rebecca the box and leaves. Inside it, the girl finds nail clippers and files, cuticle scissors and buffers, clear polish and remover.

As she cleans the instruments with soap and water, the young man watches her. He measures the windows and the height of the ceiling, the silence broken only by the splash of water in the sink, until -

JOSEF BAU

Well, I may as well measure you while I'm here.

Rebecca turns from her work and stares at him like he must be mad.

JOSEF BAU

For a coat. I have friends in the uniform factory.

REBECCA

(uneasy)

I don't need a coat.

JOSEF BAU
You will in a couple of months.
Then you'll thank me.

He comes over and stretches his measure from her shoulder to her wrist. Moving around behind her, he draws it from the nape of her neck to the small of her spine and she tenses. He comes around in front of her again and, winding his arms around her in order to measure her waist, she gasps - not at his touch, but at a sound like the click of a gun hammer -

Her startled glance finds Goeth's two large hounds, Ralf and Rolf, staring from the doorway like evil apparitions, shifting their weight from one clawed paw to another.

INT. GOETH'S STUDY - LATER

Rebecca takes the other beast, the human one, gently by the hand. Eyes closed, enjoying the sensation, Goeth can't see the absolute terror in the girl's face as she pushes back with trembling hands the cuticle of his thumb and snips at the dead skin with little scissors. Nearby, the dogs languish on a Persian carpet.

REBECCA
(carefully)
You have very nice fingers. Long,
like a pianist.

Goeth's eyes slit to consider her and the comment itself, trying to decide, no doubt, whether it's punishable for being too much. Rebecca tries not to look at the service revolver resting in his other hand on the Louis the Fourteenth end table. The eyes slowly close again.

INT/EXT. METALWORKS - PLASZOW - DAY

Goeth moves through the crowded metalworks like a good-natured foreman, nodding to this worker, wishing that one a good morning. He seems satisfied, even pleased, with the level of production. Goldberg moves alongside him with a list on a clipboard. They reach a particular bench, a particular worker, and Goeth smiles pleasantly.

GOETH
What are you making?

Not daring to look up, all the worker sees of Goeth is the starched cuff of his shirt and his long, fine fingers.

LEVARTOV
Hinges, sir.

The rabbi-turned-metalworker gestures with his head to some hinges on the floor. Goeth nods. And in a tone more like a friend than anything else -

GOETH

I've got some workers coming in tomorrow ... Where the hell they from again?

GOLDBERG

Yugoslavia.

GOETH

Yugoslavia. I've got to make room.

He shrugs apologetically and pulls out a pocket watch.

GOETH

Make me a hinge.

As Goeth times him, Rabbi Levartov works at making a hinge as though his life depended on it - which it does - cutting the pieces, wrenching them together, smoothing the edges, all the while keeping count in his head of the seconds ticking away. He finishes and lets it fall onto the others on the floor. Forty seconds.

GOETH

Another.

Again the rabbi works feverishly - cutting, crimping, sanding, hearing the seconds ticking in his head - and finishing in thirty-five. Goeth nods, impressed.

GOETH

That's very good. What I don't understand, though, is - you've been working since what, about six this morning? Yet such a small pile of hinges?

He understands perfectly. So does Levartov; he has just crafted his own death in exactly 75 seconds. No one looks up from their work as Goeth leads the rabbi past their benches and out the door.

He stands Levartov against a low wall, and adjusts his shoulders. Behind the condemned man, workers pushing stone trolleys veer to the edges of the angle of probable trajectory

of stray bullets before Goeth pulls out his pistol. He sets the barrel against the rabbi's head and pulls the trigger - click.

GOETH
(mumble)
Christ -

Annoyed, Goeth extracts the bullet-magazine, slaps it back in and puts the barrel back against Levartov's head. He pulls the trigger again and the rabbi's head sways as if it could absorb the impact of the bullet like a punch. Again there's only a click.

GOETH
God damn it -

He slams the weapon across Levartov's face and the rabbi slumps dazed to the ground. Looking up into Goeth's face, he knows it's not over. As Goeth walks away with his faulty gun -

EXT. PLASZOW - DAY

A gold lighter in Schindler's hand flames a cigarette.

SCHINDLER
The guy can turn out a hinge in less than a minute? Why the long story?

He hands the gold lighter to Stern and walks away toward a D.E.P. truck being loaded with supplies.

INT. ADMINISTRATION OFFICE, PLASZOW - DAY

Goldberg lights a cigarette with the same gold lighter, sets it on the clutter of personnel lists, transport lists, work and train schedules on his desk, and types on a transfer form the letters D.E.P.

INT. D.E.P. FACTORY - DAY

Rabbi Levartov, brought over to Emilia, works at a table with several others crimping metal. As Schindler strolls by, he dares to speak -

LEVARTOV
Thank you, sir.

Schindler has to think a moment before he can figure out who the grateful man is.

SCHINDLER
Oh, yeah. You're welcome.

EXT. PLASZOW - DAY

A dead chicken dangling from Hujar's hand, evidence of some kind. Goeth slowly pacing before a work detail of twenty or so men standing still, silent, in a row.

GOETH
Nobody knows who stole the chicken. A man walks around with a chicken, nobody notices this.

No one confesses. Goeth nods, All right, takes a rifle from a guard and shoots one of the workers at random. With this added incentive, he waits for someone to tell him who stole the chicken. No one does.

GOETH
Still nobody knows.

He shrugs, Okay, points the rifle at another worker - and a boy of fourteen, shuddering and weeping, steps out of line.

GOETH
There we go.

Goeth goes over to the boy, and, like a distant relative to a small child, tries to get him to look at his face.

GOETH
It was you? You committed this crime?

BOY
No, sir.

GOETH
You know who, though.

The boy nods, weeps, screams -

BOY
Him!

He's pointing at the dead man. And Goeth astonishes the entire assembly of workers and guards by believing the boy. He returns the rifle to the guard and walks away. Hujar stares after him, then knowingly at the boy.

EXT. ADMINISTRATION BUILDING - PLASZOW - DAY

Stern on Schindler's heels who's moving briskly toward his car like he's late for a meeting somewhere.

SCHINDLER
Yeah, sure, bring him over.

INT. D.E.F. - DAY

Schindler comes down the stairs with Klonowska. As they're crossing through the factory -

BOY
Thank you, sir.

SCHINDLER
(distracted)
You're welcome.

INT. MECHANICS' GARAGE - PLASZOW - DAY

A mechanic leaning over the hood of Goeth's car accidentally knocks a wrench off the radiator into the fan, and there's an awful clatter before the engine dies. Pfefferberg, working on a truck engine, glances over to the expression of pure terror on the other mechanic's face.

EXT. GOETH'S VILLA - DAY

As servants hoist a heavy, elaborately tooled saddle from Schindler's trunk - a gift for Goeth - Schindler sees Stern coming toward him and glances skyward long-sufferingly.

INT. D.E.F. - DAY

The mechanic, making adjustments to a metal press, glances up as Schindler moves past toward the office stairs.

MECHANIC
Thank -

SCHINDLER
Yeah, yeah, yeah.

EXT. D.E.F. FACTORY - DAY

Across the street stands a nervous young woman in a faded dress. She seems to be trying to summon the courage to cross over and onto the factory grounds.

INT. D.E.F. FACTORY - DAY

Just inside the factory, she waits as a guard telephones Schindler's office. She can see the wall of windows from where she's standing, and Schindler himself as he appears at it, phone to his ear. He glances down at her disapprovingly and the guard hangs up.

GUARD
He won't see you.
;

INT. APARTMENT - CRACOW - DAY

The woman alone in a dismal room pulling on nylon stockings. At a mirror, she applies make-up. She slips into a provocative dress. Puts on heels. A Parisian hat. And looks in the mirror.

INT. D.E.F. - DAY

Schindler waits for her on the landing of the stairs. He doesn't recognize her, but smiles to counter the unfortunate possibility she's some old girlfriend he's forgotten. Reaching him, she offers her hand.

SCHINDLER
Miss Krause.

MISS KRAUSE
How do you do?

He can tell now she doesn't know him. He seems relieved. He leads her past Klonowska's desk and into his office.

INT. SCHINDLER'S OFFICE - DAY

He arranges a chair for her, goes to his liquor cabinet.

SCHINDLER
Pernod? Cognac?

MISS KRAUSE
No, thank you.

He pours himself a drink, warms it in his hands, smiles, clearly taken with her.

SCHINDLER
So. What can I do for you?

The grace with which she's carried herself up to this point seems to evaporate as she struggles to find the words she wants.

MISS KRAUSE

They say that no one dies here.
They say your factory is a haven.
They say you are good.

Schindler's face changes like a wall going up, a mask of indifference like in the portrait of Adolf Hitler on the wall behind him.

SCHINDLER

Who says that?

MISS KRAUSE

Everyone.

Schindler glances away from her. He seems weary suddenly, depressed.

MISS KRAUSE

My name is Regina Perlman, not Elsa Krause. I've been living in Cracow on false papers since the ghetto massacre.

(pause)

My parents are in Plaszow. They're old. They're killing old people in Plaszow now. They bury them up in the forest.

(pause)

I have no money. I borrowed these clothes. Will you bring them here?

Schindler glances back at her, his face hard, cold, and studies her for a long, long moment before -

SCHINDLER

I don't do that. You've been misled. I ask one thing: whether or not a worker has certain skills. That's what I ask and that's what I care about, get out of my office.

She stares at him, frightened and bewildered. She feels tears welling up.

SCHINDLER
Cry and I'll have you arrested,
I swear to God.

She hurries out.

INT. ADMINISTRATION BUILDING - PLASZOW - DAY

Schindler barges into Stern's office. In a foul and aggressive mood, he dispenses with pleasantries in order to admonish the accountant -

SCHINDLER
People die, it's a fact of life.

Stern has hardly had time to look up from the work on his desk.

SCHINDLER
He wants to kill everybody?
Great, what am I supposed to do
about it? Bring everybody over?
Is that what you think? Yeah,
send them over to Schindler, send
them all. His place is a "haven,"
didn't you know? It's not a
factory, it's not an enterprise of
any kind, it's a haven for rabbis
and orphans and people with no
skills whatsoever.

Stern's look is all innocence, but Schindler knows better.

SCHINDLER
You think I don't know what
you're doing? You're so quiet all
the time? I know. I know.

STERN
(with concern)
Are you losing money?

SCHINDLER
No, I'm not losing money, that's
not the point.

STERN
What other point is -

SCHINDLER
(interrupts; yells)
It's dangerous. It's dangerous,
to me.

Silence. Schindler tries to settle down. Pulls a chair over. Sits in it.

SCHINDLER

You have to understand, Goeth's under enormous pressure. You have to think of it in his situation. He's got this whole place to run, he's responsible for everything that goes on here, all these people - he's got a lot of things to worry about. And he's got the war. Which brings out the worst in people. Never the good, always the bad. Always the bad. But in normal circumstances, he wouldn't be like this. He'd be all right. There'd be just the good aspects of him. Which is a wonderful crook. A man who loves good food, good wine, the ladies, making money -

STERN

- killing -

SCHINDLER

I'll admit it's a weakness. I don't think he enjoys it.

(pause)

All right, he does enjoy it, so what? What do you expect me to do about it?

STERN

I don't know, get him to stop.

Schindler sighs either at the predicament itself, or at the fact that he's allowed Stern to place him right in the middle of it. He gets up to leave, hesitates. Conducts a mental search for a name and eventually comes up with it:

SCHINDLER

Perlman -

FLASHCUT to roll call on the crowded Appellplatz -

GOLDBERG

Perlman -

Back to Schindler in Stern's office -

SCHINDLER

Husband and wife -

FLASHCUTS to an elderly man and woman pulled from lines -

GOLDBERG
Jakob and Chana -

Back to Schindler, unstrapping his watch -

SCHINDLER
Have Goldberg bring them over.

FLASHCUT to the watch on Goldberg's wrist as he checks off the names Jakob and Chana Perlman from his lists.

GOLDBERG
On the truck.

And back to Stern's office as the substantial figure of the industrialist disappears out the door.

EXT. BALCONY - GOETH'S VILLA - NIGHT

Distant music, Brahms' lullaby, from the Rosner Brothers way down by the women's barracks calming the inhabitants. Up here on the balcony, Schindler and Goeth, the latter so drunk he can barely stand up, stare out over Goeth's dark kingdom.

SCHINDLER
They don't fear us because we have the power to kill, they fear us because we have the power to kill arbitrarily. A man commits a crime, he should know better. We have him killed, we feel pretty good about it. Or we kill him ourselves and we feel even better. That's not power, though; that's justice. That's different than power. Power is when we have every justification to kill - and we don't. That's power. That's what the emperors had. A man stole something, he's brought in before the emperor, he throws himself down on the floor, he begs for mercy, he knows he's going to die ... and the emperor pardons him. This worthless man. He lets him go. That's power. That's power.

It seems almost as though this temptation toward restraint, this image Schindler has brush-stroked of the merciful emperor, holds some appeal to Goeth. Perhaps, as he stares out over his camp, he imagines himself in the role, wondering what the power Schindler describes might feel like. Eventually, he glances over drunkenly, and almost smiles.

SCHINDLER
Amon the Good.

EXT. STABLES - PLASZOW - MORNING

A stable boy works to ready Goeth's white horse, anxious to finish before the Commandant arrives.

INT. GOETH'S VILLA - MORNING

Coming down the stairs in jodhpurs and riding boots, Goeth pauses to consider a painting. Noticing an imperfection, he peers more closely. Discovers it's a fly speck. Wipes at it with a slender manicured finger and glances down to -

Helen dusting in the parlor. She glances up. Sees Goeth staring down at her accusingly, raging inside, grip tightening on his riding crop.

The hand comes up and she flinches even though he's twenty feet away. But the crop doesn't slap against his leg ordering her impatiently to come forward to receive punishment; it rolls instead in a gesture for her to keep working. Mystified by his leniency, suspicious of it, she watches through the corner of her eye as he continues down the stairs and out the door.

EXT. PLASZOW - MORNING

Striding toward the stables, Goeth notices in the distance a woman prisoner being dragged by the hair from the furworks by a Ukrainian guard. He throws her to the ground and raises his truncheon, sees the Commandant and calls across to him -

UKRAINIAN
She was smoking on the job.

Without slowing his brisk pace, Goeth nods to himself, deliberating over the sentence for such a serious crime. Death perhaps. No. He calls back -

GOETH
Tell her not to do it again.

The guard stares back stunned. So does the woman on the ground.

INT. STABLES - MORNING

The stable boy sticks a bridle in the horse's mouth, throws a riding blanket onto its back. As he's dragging over the saddle Schindler bought the Commandant, Goeth arrives. The boy tries to hide his panic; he knows others have been shot for less.

STABLE BOY

I'm sorry, sir, I'm almost done.

GOETH

Oh, that's all right.

As Goeth waits, patiently it seems, humming the theme from Madam Butterfly to himself, the stable boy tries to mask his confusion.

EXT. PLASZOW - DAY

Goeth gallops around his great domain holding himself high in the saddle. But everywhere he looks, it seems, he's confronted with stoop-shouldered sloth. A worker taking a rest. Another drinking water. Goeth forces himself to smile benevolently.

INT. GOETH'S VILLA - DAY

Goeth comes into his bedroom sweating from his ride. A worker with a pail and cloth appears in the bathroom doorway. More to the floor -

WORKER

I have to report, sir, I've been unable to remove the stains from your bathtub.

Goeth steps past him to take a look. The worker is almost shaking, he's so terrified of the violent reprisal he expects to receive.

GOETH

What are you using?

WORKER

Soap, sir.

GOETH

(incredulous)
Soap? Not lye?

The worker hasn't a defense for himself. Goeth's hand drifts down as if by instinct to the gun in his holster. He stares at the worker. He so wants to shoot him he can hardly stand it, right here, right in the bathroom, put some more stains on the porcelain. He takes a deep breath to calm himself. Then gestures grandly.

GOETH
Go ahead, go on, leave. I
pardon you.

The worker hurries out with his pail and cloth. Goeth just stands there for several moments - trying to feel the power of emperors Schindler described. But he doesn't feel it. No matter how hard he tries. All he feels is stupid.

EXT. GOETH'S VILLA - MOMENTS LATER - DAY

The worker hurries across the dying lawn outside the villa. He dares a glance back, and at that moment, a hand with a gun appears out the bathroom window and fires.

INT. PLASZOW KITCHEN - DAY

Bloody sides of beef lining either side of an ice room.

Idek Schindel comes in, buries a hook into one of the long carcasses and manages it onto his back. He lumbers out with it, comes through the industrial kitchen and unshoulders it onto a block.

As one of the prisoner-cooks cleaves at the meat, Schindel returns with his hook to get another. Coming into the ice room again, he stares. One entire wall is bare.

He comes back out. Moves to the back door. Sees a line of prisoners, under Chilowicz's supervision, carrying twenty sides of beef, like ants, to a waiting truck.

EXT. CRACOW - DAY

A side of beef and several boxes of vegetables are carried into the back door of a restaurant. The owner of the place pays Chilowicz in cash and steps away from the truck filled with food and furs and peat and paint and bolts of cloth.

INT. PLASZOW KITCHEN - DAY

Cabbages, onions and meat tear under the knives of the prisoner-cooks.

INT. RESTAURANT KITCHEN, CRACOW - DAY

A solitary chef in starched white clothes and hat dices the tomatoes, carrots, scallions, mushrooms and meat purloined from Plaszow and purchased from Chilowicz, arranging it all in neat piles.

INT. PLASZOW KITCHEN - DAY

The Plaszow cooks upend pots of chopped cabbage and onion and meat into deep vats. It all falls far to reach the bottom.

INT. RESTAURANT KITCHEN - DAY

The lone restaurant chef rakes his cornucopia of ingredients into a pot on a stove, holding back some to avoid its spilling over.

INT. PLASZOW KITCHEN - DAY

The Plaszow cooks pour buckets of water into the vats.

INT. RESTAURANT KITCHEN - DAY

The restaurant cook checks the level of water in a measuring cup, dumps a little back into the sink and carefully adds the rest to the pot.

EXT. ROCK QUARRY, PLASZOW - DAY

Tepid watery soup spills into the bowls of the Plaszow quarry workers as they file past the prisoner-servers.

INT. RESTAURANT - DAY

A waiter comes through the swinging kitchen door into an elegant dining room with a steaming tureen of soup.

EXT. ROCK QUARRY, PLASZOW - DAY

Under the towering mills, a Plaszow worker spoons at his thin broth searching for something solid in it. It's like a treasure hunt.

INT. RESTAURANT - DAY

The waiter ladles rich thick soup into bowls and places them on plates in front of a well-dressed couple.

WAITER
Bon appetit.

As the woman dips her soup spoon daintily into the bowl and draws it to her mouth -

STERN V.O.
If he didn't steal so much, I could hide it. If he'd steal with some discretion.

EXT. BARRACKS, PLASZOW - NIGHT

The sentries at their little table again, drinking Schindler's vodka. Nearby, outside Stern's barracks, Schindler hands over items from his coat - loaf of bread, tin of ham, cigarettes. He's dressed for a party.

STERN
The SS auditors keep coming around, looking over the books. Goeth knows this. You'd think he'd have the common sense to see what's coming. No. He steals with complete impunity.

Stern glances across to Goeth's villa on the hill; figures moving around behind the windows. There's another party going on up there. Down here, Schindler thinks about what Stern has told him, and eventually shrugs, Fine, fuck him.

SCHINDLER
So you'll be rid of him.

But Stern slowly shakes his head 'no.'

STERN
If Plaszow is closed, it's the end of Emalia, too. They'll close you both down because of him and send us all somewhere else.

There's the irony - Schindler's future, his life, is inextricably enmeshed with Goeth's and his deeds. Schindler understands the problem, nods.

SCHINDLER
I'll talk to him.

STERN

I think it's too late.

SCHINDLER

Well, I'll talk to somebody. I'll take care of it.

INT. NIGHTCLUB - CRACOW - EVENING

Schindler and Senior SS Officers Toffel and Scherner share a table in the same smoke-filled nightclub they met in.

SCHINDLER

What's he done that's so bad - take money? That's a crime all of a sudden? Come on, what are we here for, to fight a war? We're here to make money, all of us.

TOFFEL

There's taking money and there's taking money, you know that. He's taking money.

SCHERNER

The place produces nothing. I shouldn't say that -- nothing it produces reaches the Army. Maybe thirty percent. That's not all right.

SCHINDLER

So I'll talk to him about it.

SCHERNER

He's a friend of yours, you want to help him out. Tell me this - has he ever once shown you his gratitude? I've yet to see it. Never a courtesy. Never a thank you note. He forgets my wife at Christmas time -

SCHINDLER

He's got no style, we all know that. So we should hang him for it?

TOFFEL

He's stealing from you, Oskar.

SCHINDLER

Of course he's stealing from me, we're in business together. What is this? I'm sitting here, suddenly everybody's talking like this is something bad. We take from each other, we take from the Army, everybody uses everybody, it works out, everybody's happy.

SCHERNER

Not like him.

Schindler glances away to the floor show, nods to himself. Glancing back again, he considers the SS men with great sobriety.

SCHINDLER

Yeah, well, in some eyes it doesn't matter the amount we steal, it's that we do it. Each of us sitting at this table.

His thinly veiled threat of exposure escapes neither SS man. The air seems thicker suddenly.

SCHERNER

He doesn't deserve your loyalty, Oskar. More important, he's not worth you making threats against us.

SCHINDLER

Did I threaten anybody here?
I stated a simple fact.

The threat still stands, despite Schindler's assurance otherwise, and they all know it. So does Scherner's threat back to him, and they all know that, too. But Schindler just grins good-naturedly, and, glancing away -

SCHINDLER

Come on, let's watch the girls.

EXT. PLASZOW - EVENING

Applause (from the nightclub) CARRIES OVER work details of women and girls filing past the electrified fences separating, like a moat, their barracks from the men's. Many are whistling short calls, like mockingbirds - each devised to be distinct from the rest - and straining to pick up the answering refrains from their mates amid the forest of sibilance.

Rebecca Tannenbaum whistles her mating call and smiles to herself when it echoes back not twenty yards behind her. Glancing over her shoulder down the line she sees among the women her boyfriend Josef Bau in a scavenged dress and scarf.

The electrified gates spark as guards pull them shut.

INT. CELLAR, GOETH'S VILLA - SAME TIME

The whistling CARRIES OVER a tomblike room dug into the earth under the villa. There's a bed, a wash basin, and some laundry on lines that will never dry completely in the damp musty air. Rinsing out some socks, Helen turns to the sound of footsteps and sees Goeth's boots descending the cellar stairs.

INT. NIGHTCLUB - CONTINUED

Schindler sits mesmerized by the beauty of the cabaret singer on stage, unaware, or unconcerned, that Scherner and Toffel are watching him, disquieted still by his insinuations.

The singer's voice CARRIES OVER:

INT. HUT 57, WOMEN'S BARRACKS - SAME TIME

The women of Hut 57 at one end of the rows of four-tiered bunks, crowded together to witness the marriage of Rebecca Tannenbaum to Josef Bau. There's no rabbi; instead, one of the older women officiates, reciting the ketubah as best she can.

Her voice and the nightclub singer's CARRY OVER:

INT. CELLAR - CONTINUED

Goeth parts some hanging sheets, steps through and sits on the edge of the single bed beside Helen. He's in an introspective mood, says nothing for several moments, until -

GOETH
Hello, Helen.

HELEN
(uneasy)
Sir.

GOETH
How are you?

HELEN
Fine.

She's not fine at all; she's terrified.

GOETH
Lonely?

She doesn't answer. Goeth stares down, sighs.

GOETH
I am.

INT. HUT 57 - CONTINUED

On the barracks floor, as the old women watch, Rebecca, as prescribed by the rite, circles her fiance the first of seven times.

INT. NIGHTCLUB - CONTINUED

The cabaret singer steps down from the small stage with the microphone and begins slowly circling Schindler's table.

INT. CELLAR - CONTINUED

Goeth is on his feet, slowly circling the bed.

GOETH
Do you have any idea how fond I
am of you?
(Helen doesn't dare
answer)
You can probably tell by the way I
look at you sometimes.

INT. HUT 57 - CONTINUED

Circling, coming around Josef, Rebecca looks at him with pure love.

INT. NIGHTCLUB - CONTINUED

Circling the table, the cabaret singer's eyes meet Schindler's and smile mischievously.

INT. CELLAR - CONTINUED

Helen's downcast eyes follow Goeth's boots as he comes past again, circling.

GOETH

It fills me with doubt, my fondness for you. I look at you sometimes and it makes me question all of this.

His gesture includes the dank room, Plaszow, the war itself and the Reich's policies of extermination.

GOETH

Why can't I touch you? What's wrong with that? What would it feel like?

INT. HUT 57 - CONTINUED

Josef's eyes track his bride as she circles past him again.

INT. NIGHTCLUB - CONTINUED

The nightclub singer comes past Scherner and Toffel, her eyes evaluating them, dismissing them, and circles around behind their chairs.

INT. CELLAR - CONTINUED

The arc of Goeth's path has narrowed; he's closer now as he circles past Helen again.

GOETH

I know it's wrong. I know you're not even a person in the strictest sense of the word, but still -

(pause)

- in my heart - I have these feelings.

INT. HUT 57 - CONTINUED

Circling Josef the seventh time, Rebecca glances to one of the women taking a light bulb from a bare socket.

INT. NIGHTCLUB - CONTINUED

The spotlight follows the singer as she circles around behind Schindler, very near him.

INT. CELLAR - CONTINUED

Goeth's face, tortured with doubt, comes into and out of the light of a lamp as he circles past it.

GOETH

What am I supposed to do with
these feelings of affection I have
for you?

He slows to consider her. His hand slowly reaches toward her.

INT. HUT 57 - CONTINUED

The light bulb passes from hand to hand.

GOETH V.O.

What am I supposed to do?

INT. NIGHTCLUB - CONTINUED

The singer takes Schindler's hand in hers.

GOETH V.O.

Something has to happen.

INT. CELLAR - CONTINUED

Goeth's delicate hand, moving closer to Helen's face to stroke it lovingly, hesitates just before it touches her skin.

GOETH

I want you.

INT. HUT 57 - CONTINUED

Josef's shoe comes down, crushing the light bulb.

INT. CELLAR - CONTINUED

Goeth's hand slams across Helen's face.

INT. NIGHTCLUB - CONTINUED

The singer slides onto Schindler's lap and kisses him on the mouth to amused applause.

INT. CELLAR - CONTINUED

Goeth is on top of Helen, beating her savagely.

INT. HUT 57 - CONTINUED

Josef takes his wife into his arms and kisses her.

INT. CELLAR - CONTINUED

The lamp crashes to the floor, pitching the room, and Goeth's beating of the one he loves, into -

- DARKNESS

INT. D.E.F. FACTORY - DAY

Schindler comes through his factory like a king among his subjects handing out bottles of wine from cases carried by boys too young, really, to be working here. In addition to the mid-day soup and bread, bowls of fresh fruit have been set out on the long work tables.

INT. UPSTAIRS OFFICES, D.E.F. - LATER - DAY

In honor of Schindler's birthday, Goeth has brought over Stern and the Rosners - the musicians, at the moment, accompanying the best baritone in the Ukrainian garrison.

Surrounded by his friends and lovers, Schindler cuts a cake. He receives congratulations from the many SS men present and the embraces, in turn, of Ingrid and Klonowska and Goeth. From Stern he gets a handshake.

INT. FACTORY FLOOR - SAME TIME

At one of the tables, several workers are debating which of them will go upstairs to thank Schindler.

INT. UPSTAIRS OFFICES - CONTINUED

A Jewish girl from the shop floor is admitted and timidly approaches the drunken group around Schindler. The SS men consider her as a curiosity; Schindler, as he would any beautiful girl. The music breaks and out of the silence comes a small nervous voice:

FACTORY GIRL
... On behalf of the workers ...
sir ... I wish for you a happy
birthday ...

She hesitates. She's surrounded by SS uniforms and swastikas and holstered guns. Schindler smiles; this is a beautiful girl.

SCHINDLER
Thank you.

He kisses her on the mouth, and the smiles on the faces around them strain. Stern glances to heaven. Amon cocks his head like a confused dog. The kiss is broken, finally, and Schindler smiles again with impunity.

SCHINDLER
Thank them for me.

The girl backs away nodding anxiously; all she wants now is out. Henry Rosner, nudging his brother, whispers -

HENRY ROSNER
Come on, before somebody shoots
her.

LEO ROSNER
(stunned)
Or him.

They begin another song, and the party struggles to resume.

INT. GOETH'S STUDY - DAY

His annual physical interrupted by bad news, Goeth, in his undershirt, paces with a memorandum in his hand, frowning at the others in the room - Leo John, Hujar, Goldberg, and one of the camp physicians, Dr. Blancke.

GOETH
Why me? Why not one of the
seventeen hundred other camps in
this God-forsaken country? Why
can't they take them?

DR. BLANCKE
Not everyone in the camp is in
good health. We could determine
who is and who isn't and -
(Goeth peers up at
heaven)
It doesn't have to be tedious.

GOETH

It's tedious. It's lists.
It's paperwork. I'm already
suffocating in paperwork in this
fucking place without -

(Goldberg opens his
mouth to speak)

Yeah, I know, you like paperwork,
what do you know.

LEO JOHN

Maybe we could double-bunk the
prisoners again.

GOETH

I can't double-bunk them again.
According to Directive - I don't
know - something -

GOLDBERG

Labor Memorandum 94-F, Section -

GOETH

- I have to allow so many meters
of air per person -

GOLDBERG

- three cubic meters -

GOETH

- because of typhus. That's what
we need this summer. A typhus
epidemic.

DR. BLANCKE

You shouldn't get so excited, it's
bad for your heart -

GOETH

Hungary. Hungary. Why? Who
cares about Hungary? It's like
invading Poland again.

APP. APPELPLATZ - PLASZOW - PRE-DAWN

Were they not asleep in their barracks, the prisoners would no doubt shudder at the sight: the clerks are setting up their folding tables.

Other figures move around the parade ground in the murky dawn light: these raising a banner, those wheeling filing cabinets across the Appellplatz, this one wiring a phonograph, that one saturating a pad with ink from a bottle.

Goldberg, Lord of Lists, moves from table to table handing out carbons of lists and sharing morning pleasantries with the clerks.

Some men in white appear like ghosts. A doctor's kit is opened, a stethoscope removed. Another cleans the lenses of his glasses. Someone sharpens a pencil.

EXT. DEPOT - PLASZOW - PRE-DAWN

A trainman waving a lantern guides an engineer who's slowly backing an empty cattle car along the tracks. It couples to another empty slatted car with a harsh clank.

EXT. APPELLPLATZ - PLASZOW - MORNING

The needle of the phonograph is set down on a pocked 78. The first scratchy notes of a Strauss waltz blare from the camp speakers.

EXT. BALCONY - GOETH'S VILLA - MORNING

Shirtless, Goeth calmly smokes his first cigarette of the morning as he listens to the music wafting up from down below.

His mistress, Majola, steps out onto the balcony in her slip, and peers down at the Appellplatz where the entire population of the camp has been concentrated - some fifteen thousand prisoners.

MAJOLA
What's going on?

GOETH
I've got a shipment of seven thousand Hungarians coming in, I have to make room.
(glancing down at the prisoners)
It's always something.

EXT. APPELLPLATZ - PLASZOW - DAY

Though the music and banners struggle to evoke the atmosphere of a country fair, the presence of the doctors belie it. A sorting out process is going on here, the healthy from the unhealthy.

A physician wipes at his brow with his handkerchief as several prisoners run back and forth, naked, before him. He makes his selections quickly: this one into this line, that one into that, and Goldberg moves among them recording the names.

Other groups of people run naked in front of other doctors and clerks. Notations are made and lines are formed. The sun beats down and the music lies.

EXT. DEPOT - PLASZOW - DAY

Some still pulling their clothes back on, the first wave of the "unfit" is marched onto the platform. A guard slides open the gate of a cattle car and this first unlucky group climbs aboard.

EXT. APPELLPLATZ - PLASZOW - DAY

Behind the camouflage of other women prisoners, Mila Pfefferberg rubs a beet against her cheeks in desperate hope of adding a little color to her skin. Another woman pricks her finger and rubs the blood across her gray lips.

Amon Goeth, his shirtsleeves uncharacteristically rolled up, chats with one of the doctors as another group strips. Whether the topic is this Health Aktion or the unseasonable weather is unclear, but he nods approvingly.

He steps away and watches, thoroughly bored, a group of men taking off their clothes. His glance settles on Pfefferberg whose shrug wonders, Do I really have to go through this? Goeth turns to a clerk and points.

GOETH
My mechanic.

Pfefferberg is motioned away from the others; he's okay, he doesn't have to be put through this indignity. He gestures to the lines of women across the Appellplatz, and Goeth nods, Yeah, okay, why not. To the clerk -

GOETH
His wife.

The clerk accompanies Pfefferberg and, making a notation on the way, finds Mila.

EXT. DEPOT - PLASZOW - DAY

The sun is higher, the cattle cars hotter. Prisoners' arms stretch out between the slats offering diamonds in exchange for a sip of water.

EXT. PLASZOW - LATER - DAY

The needle of the phonograph is set down on another record, a children's song, "Mammi, Kauf mir ein Pferdchen" (Mommy, Buy me a Pony).

Children are yanked from the arms of their parents. Wailing protests quickly escalate to brawls with the guards. Revolvers and rifles aim at the sun and fire. Music, shots, wails.

INT. BARRACKS - SAME TIME - DAY

Guards traipse through a deserted barracks peering up at the rafters, pulling planks from the floor, upending cots, looking for more children.

EXT. BARRACKS - SAME TIME - DAY

A small figure in red sprints across to another barracks, counts to herself five boards in from a corner and wrenches off the sixth - revealing several kids, sardine-tight in a cavity.

She runs across to another barracks and, just inside the door, counts with her bare feet seven planks from it and pulls at the eighth - finding two more kids filling a small hole.

She hurries out past a crude structure, glimpses guards coming around the corner of a barracks, turns back and throws open the door of the -

INT. WOMEN'S LATRINES

Holding a hand out to either side, Genia lowers herself into a pit into which women have defecated. She works her way slowly down, trying to find knee- and toe-holds in the foul walls, ignores the flies invading her ears, her nostrils.

Reaching the surface of the muck she lets her feet submerge, then her ankles, her shins, her knees, before finally touching harder ground. As she struggles to slow her breathing, her racing heart, she hears a hallucinatory hiss -

VOICE

This is our place.

She sees eyes in the darkness; five other children are already there.

EXT. DEPOT - PLASZOW - LATER - DAY

Waves of heat rise from the roofs of the long string of cattle cars. Inside, those who "failed" the medical exams bake as they wait for the last cars to be filled.

Schindler's Mercedes pulls up. He climbs out and stares transfixed. He notices Goeth then, standing with the other industrialists, Bosch and Madritsch, and strolls over to them.

GOETH

I tried to call you, I'm running a little late, this is taking longer than I thought. Have a drink.

There's a makeshift bar on a mahogany table, stocked with liquor and a pitcher of iced tea. Goeth glances away to the train. The idling engine only partially covers the desperate pleas for water coming from inside the slatted cars.

GOETH

They're complaining now? They don't know what complaining is.

He shakes his head, amused. Schindler watches as another car is loaded. It's like they're climbing into an oven.

SCHINDLER

What do you say we get your fire brigade out here and hose down the cars?

Goeth stares at him blankly, then with a What-will-you-think-of-next? kind of look, then laughs uproariously and calls over to Hujar -

GOETH

Bring the fire trucks!

HUJAR

What?

Hujar heard him, he just doesn't get it. Finally he turns to another guy and tells him to do it.

STREAMS OF WATER CASCADE

onto the scalding rooftops. The fire trucks are there, the hoses firing the cold water at the cars and on the people inside who are roaring their gratitude.

GOETH

This is really cruel, Oskar,
you're giving them hope. You
shouldn't do that. That's cruel.

And amusing, not just to Goeth, but to the other SS officers standing around as well. Oskar moves away to talk with one of the firemen. At full extension, apparently, the hoses still only reach halfway down the long line of cars. He returns to Goeth.

SCHINDLER

I've got some 200-meter hoses
back at Emalia, we can reach the
cars down at the end.

Goeth finds this especially sidesplitting, and hollers -

GOETH

Hujari

THE D.E.F. HOSES

have arrived and are being coupled to Plaszow's. As the water drenches the cars further back, the people inside loudly voice their thanks, and the guards and officers outside grin at the spectacle.

GUARD

What does he think he's saving
them from?

The joke takes on new dimensions when, from the back of the D.E.F. truck, boxes of food are unloaded. Accompanied by the laughter of the SS - and watched by Stern from the end of the platform - Schindler moves along the string of cars pushing bread through the slats.

GOETH

Oh, my God.

Goeth is almost hysterical. But slowly then, slowly, the amusement on his face fades. His friend moving along the cars bringing futile mercy to the doomed in front of countless SS men, laughing or not, is not just behaving recklessly here, it's as though he were possessed.

The water rains down on the last car.

EXT. D.E.F. - DAY

A German staff car pulls in across the factory gate, blocking it. Two Gestapo men climb out.

INT. D.E.F. FACTORY - DAY

The girl who brought Schindler best wishes on his birthday glances up from her work to the Gestapo crossing through the factory. They climb the stairs to the upstairs offices and, moments later, appear behind Schindler's wall of glass.

INT. SCHINDLER'S OFFICE - DAY

Schindler leaning against his desk, drink in his hand, calmly tries to assess his humorless arresters.

SCHINDLER

I'm not saying you'll regret it,
but you might. I want you to be
aware of that.

GESTAPO 1

We'll risk it.

Schindler glances beyond them to a point outside his office, to Klonowska. She nods, she knows what to do, she'll make the phone calls, call in the favors.

SCHINDLER

All right, sure, it's a nice day,
I'll go for a drive with you.

He snuffs out his cigarette.

INT. GESTAPO CAR - MOVING - DAY

Settled comfortably in the back seat, Schindler glances idly out the window. Taking the same route as the last time he was arrested, the car approaches SS Headquarters on Pomorska Street ... then passes it.

Schindler glances back at the receding building like at a friend leaving on a train, and tries to keep his concern out of his voice -

SCHINDLER

Where're we going?

The men up front don't answer. The car turns onto Kolejowa and approaches a building a block long with an ominous sameness to the windows.

INT. MONTELUPICH PRISON - CRACOW - DAY

Schindler is made to empty his pockets, his money, cigarettes, everything. Around him clerks speak in whispers, as if raised voices might set off head-splitting echoes along the narrow monotonous corridors.

INT. MONTELUPICH PRISON - DAY

He's led down a flight of stairs into a claustrophobic tunnel. He's taken past darkened cells, past shadowy figures crouched in corners and on the floor.

INT. CELL, MONTELUPICH PRISON - DAY

A water bucket. A waste bucket. No windows. This is not a cell for dignitaries; this arrest is different.

Schindler, incongruous with the dank surroundings in his double-breasted suit, slowly paces back and forth before his cellmate, a soldier who looks like he's been here forever, his greatcoat pulled up around his ears for warmth.

SCHINDLER

I violated the Race and
Resettlement Act. Though I doubt
they can point out the actual
provision to me.
- (pause)
I kissed a Jewish girl.

Schindler forces a smile. His cellmate just stares. Now there's a crime; much more impressive, much more serious, than his own.

INT. OFFICE - MONTELUPICH PRISON - DAY

In a stiff-backed chair sits a very unlikely defender of racial improprieties - Amon Goeth. To an impassive SS colonel behind a desk, Goeth tries to highlight extenuating circumstances:

GOETH

He likes women. He likes good-looking women. He sees a good-looking woman, he doesn't think. He has so many women. They love him. He's married, he's got all these women. All right, she was Jewish, he shouldn't have done it. But you didn't see this girl. I saw this girl. This girl was very good-looking.

Goeth tries to read the man behind the desk, but his face is like a wall.

GOETH

They cast a spell on you, you know, the Jews. You work closely with them like I do, you see this. They have this power, it's like a virus. Some of my men are infected with this virus. They should be pitied, not punished. They should receive treatment, because this is as real as typhus. I see this all the time.

Goeth shifts in his chair; he knows he's not getting anywhere with this man. He switches tacks:

GOETH

It's a matter of money? We can discuss that. That'd be all right with me.

In the silence that follows, Goeth realizes he has made a serious error in judgement. This man sitting soberly before him is one of that rare breed - the unbribable official.

SS COLONEL
You're offering me a bribe?

GOETH
A "bribe?" No, no, please, come on ... a gratuity.

Suddenly the man stands up and salutes, which thoroughly confuses Goeth since Goeth is his inferior in rank. But he isn't saluting Goeth, he's saluting the officer who has just stepped into the room behind him.

SCHERNER
Sit down.

The colonel sits back down. Scherner pulls up a chair next to Goeth.

SCHERNER
Hello, Amon.

GOETH
Sir.

Scherner smiles and allows Goeth to shake his hand, but it's clear, even to Goeth himself, that he has fallen from grace.

INT. GOETH'S VILLA - PLASZOW - NIGHT

A tall, thin, gray Waffen SS officer has a request for the Rosner brothers.

SS OFFICER
I want to hear "Gloomy Sunday"
again.

He's drunk, morose; it seems unlikely he'll be on his feet much longer. Indeed, as Henry and Leo Rosner begin the song - that excessively melancholy tale in which a young man commits suicide for love - the field officer staggers over to a chair in the corner of the crowded room and slumps into it.

SCHERNER
We give you Jewish girls at five
marks a day, Oskar, you should
kiss us, not them.

Goeth laughs too loud, drawing a weary glance from Scherner. Schindler smiles good-naturedly. He's out of jail, a little worse for wear perhaps, a little more subdued than usual.

SCHERNER
God forbid you ever get a real
taste for Jewish skirt - there's
no future in it. No future. They
don't have a future. And that's
not just good old-fashioned Jew-
hating talk. It's policy now.

Behind them, Helen can be glimpsed running up and down the staircase in a ritual of public humiliation for some domestic infraction.

THE THIN GRAY SS OFFICER

is back in front of the musicians, swaying precariously, a drink in his hand -

SS OFFICER
"Gloomy Sunday" again.

Again they play the song. Again he staggers across the crowded room to his chair in the corner, paying no attention to the visiting Commandant from Treblinka, or anybody else -

TREBLINKA GUY
- We can process at Treblinka,
if everything is working? I don't
know, maybe two thousand units a
day.

He shrugs like it's nothing, or with modesty, it's unclear. Goeth is duly impressed; Schindler, only politely so. Helen is still running up and down the stairs in the background.

TREBLINKA GUY
Now Auschwitz. Now you're talking. What I've got is nothing - it's like - like a - machine. Auschwitz, though, now there's a death factory. There, they know how to do it. There, they know what they're doing.

AGAIN THE GRAY OFFICER .

wavering before Henry and Leo. This time they don't wait for him to ask for it -

LEO ROSNER
"Gloomy Sunday."

The man nods and stumbles away and Henry's bow touches the strings of his violin. As the man slowly wanders out to the balcony, Henry not only plays the sad melody again, he plays with it, and this one somber man alone in the night air.

HENRY ROSNER
God, if I have the power, maybe he'll kill himself.

An unearthly conviction takes hold of Henry and guides his bow. He wrenches from the song all the sentimentality he can, pushing the man with unhappy memories of an affair closer to the brink. His brother glances over his accordion to him concerned.

LEO ROSNER
It's obvious what you're doing,
Henry, stop it.

But Henry doesn't stop. He declares war with song, filling it with more and more emotion with each stroke of the bow. No one else in the room appears aware of the exchange going on between this man on the balcony and this music - certainly not Helen who is still running up and down the stairs - but Leo is nervous.

LEO ROSNER
Somebody's going to notice.
Don't do it. Play it ... worse.

Leo smiles tightly to the crowd he imagines suspects what's happening, trying to look benevolent. Henry's eyes glide from the neck of his violin to the officer out on the balcony. Through his clenched teeth, Leo hisses -

LEO ROSNER

Henry -

Goeth has glanced over, staring at the musicians, but Henry doesn't dampen the spirit of his invocation; in fact, he lays it on thicker, pours more emotion into the song, until -

A muffled shot, like a coda, ends the song. Goeth and his guests turn in time to see the silhouetted figure out on the balcony crumple against the railing with a bullet in his head and slump onto the floor.

Goeth glances back to the musicians, stunned. The brothers' faces are studies of utter unsophistication. Funereal silence fills the room. A perfectly good party has been ruined.

HENRY ROSNER

Something else, sir. Strauss,
maybe. Brahms.

Goeth hasn't a clue what has happened. In fact, now that the man on the balcony is dead, only two remain in the room who do. Goeth finally finds his voice -

GOETH

No. Nothing else.

Tight on the accordion as it goes into its case with a wheeze, and the violin as it slides into its with a hollow clunk. The lids come down and the latches snap shut. Done.

EXT. PARK, STRASZEWSKIEGO STREET - DAY

A lone pigeon perched on the edge of a small stone fountain cocks its head at the sight of a long arrow of birds wedging across the sky as if from an impending storm.

INT. GOETH'S STUDY - DAY

A neat stack of mail in Helen's hand. She comes through the threshold of the study with it and places it on the desk where Goeth sits enduring the drudgery of initialing paperwork.

EXT. PARK - CONTINUED - DAY

The pigeon takes flight, arcing up past some little German children - the sons and daughters of SS officers residing in the fashionable apartments lining the street - who suspend their games to peer into the sky at the first snowflakes of winter floating gently down.

INT. GOETH'S STUDY - CONTINUED - DAY

Goeth slits an envelope addressed to him in feminine script. Reading the letter inside, reminiscences, perhaps, of some enchanted evening, his eyes smile.

He finishes and sets it aside, picks up the next envelope - official SS correspondence with a Berlin postmark - and opens it with much less enthusiasm.

Reading the two-page memo inside labeled "O.K.H." (Subtitle: Army High Command) his boredom is soon replaced by incredulity, then seething anger, then incredulity again, and finally, as he glances to the window beyond which his kingdom lies, concern.

EXT. PARK - CONTINUED - DAY

The children run past Klonowska's poodle, tethered to the leash held in its mistress's hand. She's staring up at the sky, too, like the children, at the fine flakes of snow floating down.

INT. ROOM - PLASZOW - DAY

So close are the mechanisms of the gun, it's impossible to determine precisely what place this is. A manicured hand with fingers like a pianist's comes up with a nail file in it and rasps at the firing pin while a voice hums Madam Butterfly.

EXT. BALCONY, SCHINDLER'S APARTMENT - DAY

Schindler steps out onto his balcony and waves to Klonowska across the street in the park with the dog. He glances to the sky at the snow, puzzled, perhaps, by its unseasonable appearance.

He holds out his hand to catch some. Rubs it between his fingers. It's not cold. It's warm and dry. He reaches to the railing where more of the flakes have accumulated and runs a finger along the metal. It seems to be ash.

INT. SHED - PLASZOW - DAY

Alone in a shed, Chilowicz paces nervously past building materials and trucks. The door opens, splashing light over the silhouette of a Ukrainian guard coming in, and Chilowicz glances to him anxiously.

The guard pulls a gun from his waistband ... and hands it to the Jewish gangster. Chilowicz hands back in return a fistful of diamonds and climbs into the wood furnace of a fuel-burning truck.

EXT. CRACOW - DAY

Driving through Cracow toward his factory, anxious to reach it, Schindler uses the wipers to clear the falling ash from his windshield. On street corners and from windows, people stare off in the direction of Plaszow, where the mysterious cloud of debris seems to be emanating.

EXT. PLASZOW - DAY

The truck rolls toward the main gate of the camp. Someone steps out from the gatehouse and signals with an upraised hand for the driver to stop. The hand is finely manicured and belongs to Goeth.

The Ukrainian guard climbs down from the driver's seat and lumbers behind the Commandant to the rear of the truck. They exchange half-smiles as Goeth climbs onto the bed. He pulls open the furnace door and mimes surprise over his discovery of the man in the hole.

GOETH

Wilek. I was just thinking about you. What on earth are you doing down in there?

EXT. D.E.F. - DAY

Carrying blankets and bundles, Schindler's workers are marched under heavy guard out of the factory and its annexes and across the fortified yard. The Mercedes pulls up, Schindler jumps out, crosses to an SS officer and angrily demands -

SCHINDLER

What is going on?

SS OFFICER

Orders.

The officer hands Schindler papers, orders of some kind. The irate industrialist scans them, throws them to the ground, and strides back to his car. It's covered with ash.

GOETH V.O.
I was imagining you at
Auschwitz ...

EXT. MAIN GATE - PLASZOW - DAY

Out of the furnace, at least for the moment, Chilowicz stands with Goeth on the bed of the truck. His manner is so pleasant, Goeth's, that Chilowicz can almost allow himself the delusion he's not about to die.

GOETH
... finding yourself standing in the wrong line, searching your mind for something you could bargain with in order to be moved to the right line. But you'd already spent all your money. Your diamonds. On a coat, some shoes, a second helping of soup, a cigarette. You had nothing left. Nothing to trade except - oh - information ... about me.

Chilowicz glances from Goeth to the Ukrainian traitor at the back of the truck. If he's quick enough, he might be able to get them both. There's no one else around to worry about. They're all up on the hill, by the fires.

The gangster pulls out his gun and fires at Goeth, sweeps it around to shoot the guard ... realizes he didn't hear the first shot. He swings it back again to gun down his primary target, Goeth, standing before him completely at ease, but again there's only a click.

GOETH
I've had the same problem. It's infuriating.

Goeth raises his revolver and shoots Chilowicz through the neck.

EXT. FOREST - PLASZOW - DAY

The fires rage on the hill. The ash wafts up into the sky. Suddenly the roar of the flames is eclipsed by -

The trickle of water in a creek flowing gently under an umbrella of trees. Leo John and his five year old son, on their knees catching tadpoles, seem unaware of, or at least not distracted by, the ghastly endeavor going on behind them -

The roaring inferno consumes the victims of the ghetto massacre, the victims of Plaszow, the thousands exhumed from the earth out of mass graves in the forest and piled like bricks and board, layer upon layer, building materials for the huge raging pyres.

Arriving in his car, Schindler sees Goeth standing up at the tree line, like Satan against the wall of flames. Climbing the hill, furious, Schindler calls up -

SCHINDLER
You took my workers.

GOETH
(calling down,
indignant)
They're taking mine. When
Scherner said they didn't have a
future, I didn't think he meant
tomorrow.

Schindler slows; he's seen a wheelbarrow trundled by Pfefferberg, a corpse in it, and fears the body is Mila's. But then sees her trundling another barrow, another corpse in it. Goeth yells down -

GOETH
Can you believe this? I don't
have enough to do, they come up
with this? I have to find every
body buried up here? And burn
it?

He shrugs, It's always something. Schindler reaches the top of the hill and stares at the burning pyramids being stoked by masked and gagging workers, and at Hujar running around, having lost his mind, firing at the corpses as they're given temporary life by the flames, sitting forward, their limbs reaching, their mouths screaming.

GOETH
The party's over, Oskar, they're
closing us down, taking everybody
to Auschwitz.

SCHINDLER
When?

GOETH

I don't know. As soon as I can arrange the shipments. That ought to be fun.

He sighs at the task, at the unfairness of it all, the dissolution of his kingdom. His glance finds his man, Leo John, over at the stream.

GOETH

This is good. I'm out of business and he's catching tadpoles with his son.

Tight on the gleeful boy with a tadpole in his hand. Behind him, the ash from the pyres rises high into the sky, blotting out the sun.

INT. STERN'S OFFICE, PLASZOW - DAY

Schindler comes in, finds Stern behind his desk shuffling papers. He sits, pours a drink from his flask and offers it perfunctorily to the accountant, knowing, of course, he'll decline.

SCHINDLER

I've been talking to Goeth -

STERN

I know the destination, these are the evacuation orders. I'm to help organize the shipments and put myself on the last train -

SCHINDLER

That's not what I was going to say.

Schindler waits for the accountant to stop shuffling the papers on his desk and give him his attention. Stern finally glances up from his work.

SCHINDLER

I made Goeth promise me he'll put in a good word for you.

(pause)

Nothing bad's going to happen to you there, you'll receive special treatment.

Schindler's reassurances fail to undo the resignation Stern feels regarding his and the other Plaszow prisoners' fates.

STERN

The directives coming in from Berlin mention "Special Treatment" more and more often. I'd like to think that's not what you mean.

SCHINDLER

Preferential treatment. All right? Do we have to invent a whole new language?

STERN

I think so.

Schindler sighs. He hates all this every bit as much as Stern. Almost as much, anyway.

STERN

You're staying, I take it.

SCHINDLER

In Cracow? What for?

STERN

"What for," you have a business to run.

Schindler gives a cavalier wave at the air; the business of business seems to hold no more allure for him.

STERN

You'll have to hire new workers. Poles I guess. They cost a little more, but what're you going to do?

Schindler smiles faintly, remembering the time Stern explained to him the cost benefits of hiring Jews over Poles.

SCHINDLER

You ran my business.

Stern shrugs. Schindler nurses his drink.

SCHINDLER

No, I'm going home. I've done what I came here for. I've got more money than any man can spend in a lifetime.

He downs the rest of his drink and pours another. They consider each other.

SCHINDLER

Someday this is all going to end you know.

The war. They both nod, but it's hard right now for either to believe it, or that they will both survive it.

SCHINDLER

I was going to say we'll have a drink then.

His shrug adds, But you never accept. Stern reaches out his hand. Schindler stares at him confused, then gestures to the drink, This?

; STERN

I think I'd better have it now.

Schindler hands it to him. The accountant raises the glass slightly in acknowledgement of Schindler, or in resignation, and drinks.

INT. SCHINDLER'S APARTMENT - DAY

Schindler sitting alone in his elegant apartment smoking a cigarette. Eventually he snuffs it out in an ashtray and gets up, grasping the handles of two suitcases.

As he walks toward the door, all the furniture disappears, leaving the place completely bare, with light pouring in through the windows.

INT. D.E.F. FACTORY - DAY

A gauge at zero. Silent machines. The wall of glass overlooking the deserted factory floor.

EXT. POLAND/CZECHOSLOVAKIA BORDER - EVENING

Schindler's Mercedes at a border crossing, the backseat piled high with suitcases.

BORDER GUARD

Thank you, sir. Welcome home.

The border guard returns Schindler's passport to him and lifts the barrier, and the Mercedes crosses onto Czech soil.

EXT. SQUARE, BRINNLITZ, CZECHOSLOVAKIA - MORNING

A church in the main square of a sleepy hamlet. A priest and his parishioners, including Emilie Schindler, emerging from it, morning Mass over.

Across the square, a porter pulls Schindler's steamer trunks and suitcases from his Mercedes parked outside the town's only hotel.

SCHINDLER

Wait.

He's noticed his wife; and she, him. But neither makes a move toward the other. Finally she walks away, which Schindler correctly interprets to mean, Yes, check into the hotel. To the porter again -

SCHINDLER

Okay.

He gestures to the man to take the things into the hotel and tips him extravagantly.

EXT. BRINNLITZ - DAY

Schindler's Mercedes climbs a private tree-lined road that leads to a centuries-old estate perched alone and regally on a mountain top.

INT./EXT. HILLTOP ESTATE - DAY

Schindler wanders through empty baronial rooms to a large balcony. From there he considers the view: the sky, rolling vine-covered hills, the cottages of the village of Brinnlitz lying far below like subjects kneeling before the monarch.

CARETAKER

There's no one here, sir.

Schindler turns to find the estate's caretaker framed under a baroque arch, watching him.

SCHINDLER

Yeah, I know. Not for a hundred years.

The caretaker nods hesitantly. Schindler turns away, back to the view.

SCHINDLER

I'm thinking of buying it.

INT. BAR - BRINNLITZ - NIGHT

Except for the clothes of the working class clientele, the scene is reminiscent of the SS nightclub in Cracow: Schindler, the great entertainer, working his way around the tables making sure everybody's got enough to drink, making sure everybody's happy. A guy at a table with a girl gestures him over.

BRINNLITZ MAN

So what's the story, Oskar, you do all right over there - where the hell was it - Warsaw?

SCHINDLER

Cracow, yeah, things worked out. Things worked out. What're you drinking?

(he glances around
for the barman)

How do you do?

He offers the girl his hand; she takes hold of it briefly, politely. To her -

BRINNLITZ MAN

This man's always got something going. Always something. But it never quite works out, does it, Oskar.

SCHINDLER

This time was different.

His manner is modest, but the Brinnlitz local smiles slyly. He knows Oskar well; always the hustler.

BRINNLITZ MAN

Now you're back.

SCHINDLER

Now I'm back.

BRINNLITZ MAN

So now what?

SCHINDLER

I don't know, I never have to work again. What do people like that do?

(he shrugs)

I know. I'm going to have a good time. And so are you.

He spots the barman and gestures to him to refill his friend's and his date's drinks, pats the guy on the shoulder and wanders over to another table. Watching after him -

GIRL
What business is he in?

The man has to think; not because he doesn't know, of course, but because his old friend Oskar has been into so many things it's hard to know which one to name. Finally -

BRINNLITZ MAN
The "Oskar Schindler" business.

INT. HOTEL ROOM - BRINNLITZ - NIGHT

A woman asleep in the bed. The one from the bar. In his robe, at the window, Schindler calmly smokes as he stares out at the night.

EXT. BRINNLITZ - DAWN

The town, off in the distance, nestled against the mountains. The sun, just coming up. Closer, here, ramshackle structures, a long abandoned factory of some kind.

Schindler, in leather riding gear, climbs down off an old DKW racing motorcycle. He slowly wanders around, peers in through broken windows, wanders around some more.

He glances off into the distance. To the mansion perched on the mountain top. Then back down here at all the junk lying around the abandoned industrial buildings.

Tight on his face, torn between conflicting choices, or realizing there's no choice, or only one choice, and hating it.

SCHINDLER
Goddamn it.

EXT. BALCONY, GOETH'S VILLA - PLASZOW - DAY

Schindler and Goeth on the balcony of the villa, drinking.

GOETH
You want these people -

SCHINDLER
These people, my people, I want my people.

Goeth considers his friend, greatly puzzled. Below them lies the camp, still operating, at least for now, until the shipment arrangements can be finalized.

GOETH

Who are you, Moses? What is this? Where's the money in this? Where's the scam?

SCHINDLER

It's good business.

GOETH

Oh, this is "good business" in your opinion. You've got to move them, the equipment, everything to Czechoslovakia, pay for all that. And build another camp? It doesn't make any sense.

SCHINDLER

Look -

GOETH

You're not telling me something.

SCHINDLER

It's good for me - I know them, I'm familiar with them, I don't have train them. It's good for you - I'll compensate you. It's good for the Army - you know what I'm going to make? Artillery shells. Tank shells. They need that. Everybody's happy.

GOETH

Yeah, sure.

Goeth finds this whole line of reasoning impossible to believe. He's sure Schindler's got something else going here he's not telling him.

GOETH

You're probably scamming me somehow. If I'm making a hundred, you got to be making three.

(Schindler admits it with a shrug)

If you admit to making three, then it's four, actually. But how?

SCHINDLER

I just told you.

GOETH
You did, but you didn't.

Goeth studies him, searching for the real answer in his face. He can't find it.

GOETH
Yeah, all right, don't tell me, I'll go along with it, it's just irritating I can't figure it out.

SCHINDLER
All you have to do is tell me what it's worth to you. What a person's worth to you.

Goeth thinks about it in a silence. Then slowly nods to himself. He's going to make some money out of this even if he can't figure it out. He smiles.

GOETH
What's one worth to you?

That's the question.

HARD CUT TO:

THE KEYS OF A TYPEWRITER slapping a name onto a list - L E V A R T O V - the letters the size of buildings, the sound as loud as gunshots -

TIGHT ON THE FACE OF A MAN - Rabbi Levartov - the hinge-maker Goeth tried to kill with a faulty revolver -

THE KEYS HAMMER another name - P E R L M A N -

TIGHT ON TWO ELDERLY FACES - a man, a woman - the parents of "Elsa Krause."

IN HIS SMALL CLUTTERED PLASZOW OFFICE - Stern transcribes D.E.F. workers' names from a Reich Labor Office document to the list in his typewriter, Schindler's List.

THE KEYS RAP - W U L K E N - the FACE of the jeweler -

S C H I N D E L - the FACE of Genia's uncle -

TIGHT ON SCHINDLER slowly pacing the six or seven steps Stern's cramped office allows, nursing a drink.

SCHINDLER
Poldek Pfefferberg ... Mila
Pfefferberg ...

THE KEYS typing P F E F F E -

PFEFFERBERG'S face, tight. MILA'S face, tight.

CURRENCY, hard Reichmarks, in a small valise. As Goeth looks at it, he mumbles to himself -

GOETH
A virus ...

MOVING DOWN THE LIST of names, forty, fifty. The sound of the keys. Stern pulls the sheet out of the machine, rolls in another, types a name.

HUNDREDS OF SEWING MACHINES stitching uniforms on the floor of Madritsch's Plaszow factory.

SCHINDLER
You can do the same thing I'm doing. You might even make money at it.

MADRITSCH
I don't know ...

THE KEYS typing another name - D R E S N E R

A FACE, Mrs. Dresner, FACE, Mr. Dresner, FACE, Danka -

COGNAC SPILLING into a glass. The glass coming up to Schindler's mouth, hesitating there.

SCHINDLER
The investors.

A NAME - A FACE - one of the original D.E.F. investors.

ANOTHER NAME - ANOTHER FACE - another of the Jewish investors.

SCHINDLER
All of them. Szerwitz, his family.

STERN GLANCES UP with a look that asks Schindler if he's sure about this one. He is. The keys type S Z E R W I T Z -

TIGHT ON THE FACE of the investor who stole from Schindler, the one he threatened to have the killed by the SS, and the faces of his sons -

THREE OR FOUR PAGES of names next to the typewriter. Stern, trying to count them, estimates -

STERN
Four hundred, four fifty -

SCHINDLER
More.

THE TRUNK OF SCHINDLER'S MERCEDES yawning open. He takes a small valise from it and heads for Goeth's villa.

THE KEYS typing R O S N E R -

TIGHT ON Henry Rosner, the violinist. TIGHT ON his brother Leo, the accordionist.

SCHINDLER WITH MADRITSCH again -

SCHINDLER
Come on, I know about the extra food you give them - the clothes - paid for out of your own pocket.

MADRITSCH
I don't know ...

MOVING DOWN another page of names.

STERN O.S.
About six hundred -

SCHINDLER O.S.
More.

THE SOUND OF THE KEYS OVER the face of a boy, the "chicken thief." Over THE FACE OF THE MECHANIC who ruined Goeth's car. Over FACES we've never seen.

STERN O.S.
Eight hundred, give or take.

SCHINDLER O.S.
(angrily)
Give or take what, Stern - how many - count them.

ACROSS FROM A NAME on Plaszow's books, the word SCHNEIDERIN (Subtitle: SEAMSTRESS). In the typewriter, opposite the same name, Stern types METALLARBEITERIN (Subtitle: METAL WORKER).

ANOTHER NAME on Plaszow's books and, opposite it, the word SCHUSTER (Subtitle: SHOEMAKER). Across from the same name in the typewriter, Stern types SCHWIESER (Subtitle: WELDER).

MADRITSCH turns away shaking his head 'no' to Schindler's appeal to him to make his own list, to get his workers out.

SCHINDLER

Come on -

MADRITSCH

I've done enough for the Jews.
I'm taking a vacation.

INT. STERN'S OFFICE - PLASZOW - NIGHT

To the faint tapping of the typewriter keys across the room, Schindler runs his finger down several pages of names, counting to himself. Eventually, quietly -

SCHINDLER

That's it.

Stern heard him and stops typing, glances over.

SCHINDLER

You can finish that page.

Stern resumes where he left off, but then hesitates. Glances over again. There's something he doesn't understand.

STERN

What did Goeth say about this?
You just told him how many people
you needed, and he - ?

He trails off., It doesn't sound right. And Schindler doesn't answer. He's avoided telling Stern the details of the deal struck with Goeth, and balks telling him now.

STERN

You're not buying them.

(no answer)

You're buying them? You're paying
him for each of these names?

SCHINDLER

If you were still working for me
I'd expect you to talk me out of
it, it's costing me a fortune.

Stern had no idea. And has no idea now what to say. He's astonished by what this man is doing. Schindler shrugs like it's no big deal, but Stern knows it is. Silence. Then -

SCHINDLER

Finish the page and leave one
space at the bottom.

Stern turns back, does as he's told. Schindler drinks. Nothing but the sound of the typewriter keys. And then nothing at all. The page is done. The rest will die.

INT. GOETH'S STUDY - NIGHT

Calmly nursing a cognac, Schindler watches Goeth leafing through the completed list of names. They number 1,076 - 780 men and 296 women - and fill ten legal-sized pages of white paper. On the last sheet, at the bottom, Goeth notices a blank line across from the number 1,077 and, tapping at it -

GOETH

There's a clerical error here at
the bottom of the last -

SCHINDLER

No, there's one more name I want
to put there.

INT. CELLAR - SAME TIME

Helen kneels before the bed in her grave-like room and bows her head to pray for the deliverance she knows will never come.

INT. GOETH'S STUDY - CONTINUED

Goeth's eyes come up from the list at Schindler's (off-screen) mention of the name he wants to add.

SCHINDLER

I'll never find a maid as
well-trained as her in Brinnlitz.
They're all country girls.

GOETH

No.

He imbues the two letters with such finality of tone that it seems pointless to argue. And Schindler doesn't. Instead, he produces from a pocket a deck of cards and sets it on the coffee table in front of him.

SCHINDLER

One hand of Vingt-et-un. If you
win, I pay you 7,400 zloty. Hit a
natural, I make it 14,800. If I
win, you give me the girl.

Goeth has to laugh. The proposal strikes him as ludicrous.

GOETH
I can't wager Helen in a card game.

SCHINDLER
Why not?

GOETH
It wouldn't be - right.

SCHINDLER
She's just going to Auschwitz anyway, what difference does it make?

GOETH
She's not going to Auschwitz. I'd never do that to her. What kind of a monster do you think I am?

Goeth seems genuinely hurt that Schindler would think him capable of anything so fiendish.

GOETH
I want to take her back to Germany with me. I want her to come work for me there. I want to grow old with her.

SCHINDLER
Are you mad, you can't take her to Germany with -

GOETH
Of course I can't. That's what I'd like to do. What I can do, if I'm any sort of a man, is the next most merciful thing. Take her into the woods and shoot her painlessly in the head.

Without any hint of sarcasm, Goeth shrugs, Right? Schindler just stares. Then, eventually, manages a nod. He reaches for the cards, gathers them in his hand, and is returning them to his pocket when -

GOETH
How much did you say for a natural 21? Fourteen thousand, eight hundred?

HARD CUT TO:

THE CARDS PURRING in Goeth's hands. He's not about to risk being cheated out of the mercy killing by any sleight-of-hand abilities Schindler may possess - it's bad enough he's gambling with Helen's fate at all - and shuffles the cards himself. He does allow Schindler to cut the deck - he's not completely paranoid - takes it back and deals.

Schindler finds his face-down cards spotted with eight clubs and five diamonds. He scuffs them against the table, calling for a hit, and is skinned another five. That's 18. Not bad. Particularly since atop Goeth's hole card, like an awkward puzzle piece, lies a five of spades.

Insanely, though, Schindler scrapes the table for a fourth card and Goeth flips him an ace of hearts. Schindler displays his cards - 19 altogether - and Goeth stares at them, then at Schindler, in disbelief.

GOETH

You hit on 18? Playing for a woman, you hit on 18? That's not even gambling, that's sick.

Goeth keeps staring, unsettled by the absurdity of the move, worried, perhaps, that providence sits on Schindler's shoulder like an angel. He turns over his hole card then - a 3 - and lays it alongside his 5. He deals himself a 4 - that's 12 altogether now - and he can almost hear the explosion from the gun against the back Helen's head. He smiles confidently, thumbs at the top of the deck, and throws down a -

INT. CELLAR - CONTINUED

Helen's head lifts up to the muffled wail of pain issuing from somewhere above her ceiling -

INT. GOETH'S STUDY - CONTINUED

A king of hearts stares up blankly from the table. Goeth's four cards total 22.

SHOCK CUT TO:

The letters - H I R S C H, H E L E N - as typewriter keys slam them opposite the number 1,077 at the bottom of the tenth page of Schindler's List.

INT. TOWN COUNCIL HALL - BRINNLITZ - NIGHT

Schindler in front of a large assembly, party pin in his lapel, as usual, imposing SS guards on either side of him.

SCHINDLER
This is my home.

He looks out over his audience, the citizens of Brinnlitz, local government officials, many of them appearing bewildered by him or the "situation" that has arisen.

SCHINDLER
I was born here, my wife was born here, my mother is buried here, this is my home.

His estranged wife is there. So are the guys he was drinking with.

SCHINDLER
Do you really think I'd bring a thousand Jewish criminals into my home?

Everyone seems to breathe sighs of relief as if they've been waiting for him to say this, to dispel the disturbing rumors they've heard.

SCHINDLER
These are skilled munitions workers - they are essential to the war effort -

The noise begins, his audience's angry reaction. Raising the pitch of his own voice -

SCHINDLER
- It is my duty to supervise them - and it is your duty to allow me -

He barely gets it all out before the protests drown him out. The uproar reaches such a clamoring level there's no point in his continuing.

INT. OFFICE, ADMINISTRATION BUILDING - PLASZOW - DAY

The tenth page of Schindler's List, the signature page, curls around the roller of a typewriter. Marcel Goldberg, Personnel Clerk, Executor of Lists, carefully aligns it and types his own name in a narrow space allowed by the bottom margin.

INT. CABARET - BERLIN - NIGHT

Stage show with political humor and songs. Club full of SS officers, the most important of them over at Schindler's table. He moves among them, like the great entertainer he is, making sure everyone has enough to eat and drink, paying for everything.

EXT. DEPOT - PLASZOW - DAY

A train full of people destined for Auschwitz pulls away from the platform. As Goldberg gathers his paperwork, a prisoner approaches him.

IDEK
Am I on the list?

GOLDBERG
What list is that?

He knows what the Idek means and Idek knows he knows. He means Schindler's List.

GOLDBERG
The good list? Well, that depends, doesn't it.

Idek knows that, too, and discreetly turns over to Goldberg a couple of diamonds from the lining of his coat.

EXT. SCHINDLER'S BRINNLITZ FACTORY SITE - DAY

At a folding table in the middle of a field Schindler signs checks and attaches them to Reich Main Office and Evacuation Board and Department of Economy forms.

Around him, the new camp is taking shape: Electric fences are going up, watchtowers, barracks; shipments of heavy equipment, huge Hilo machines, are being off-loaded from flatbed train cars; SS engineers stand around frowning at the lay of the land, some drainage problem no doubt.

INT. GOLDBERG'S OFFICE - PLASZOW - NIGHT

Names on a little notepad, the first few crossed out.

Goldberg types the next name - IDEK SCHINDEL - onto a page of The List, squeezing it into the upper margin, and crosses it out on the pad.

He rolls the page down, types another name, tires of the exacting task, tears the handwritten page of names from the notepad, crumples it and throws it away.

EXT. BRINNLITZ - NIGHT

Schindler, on his way back to his hotel after a night of drinking, is jumped by three men, wrestled to the ground and brutally kicked.

As the forms of his attackers move away, he catches a glimpse of one of them - his "friend" from the bar when he first arrived back in town.

INT. MECHANICS GARAGE - PLASZOW - DAY

Pfefferberg, his head under the hood of a German staff car, adjusting the carburetor. Goldberg comes in.

GOLDBERG

Hey, Poldek, how's it going?
(Pfefferberg ignores
him)

You know about the list? You're
on it.

PFEFFERBERG

Of course I'm on it.

GOLDBERG

You want to stay on it? What've
you got for me?

Pfefferberg glances up from his work and studies the blackmailing collaborator for a long moment.

PFEFFERBERG

What've I got for you?

GOLDBERG

Takes diamonds to stay on this
list.

Pfefferberg suddenly attacks him with the wrench in his hand, beating him across the shoulders and head with it.

PFEFFERBERG

I'll kill you. that's what I've
got for you.

Goldberg goes down, tries to scramble away on his knees, the blows coming down hard on his back.

GOLDBERG
All right, all right, all right.

He makes it outside the garage and runs.

EXT. DEPOT - PLASZOW - DAY

A cattle car is coupled to another, the pin dropped into place. On the platform, clerks at folding tables shuffle paper while others mill around with clipboards, calling out names.

Thousands of prisoners on the platform, some climbing onto strings of slatted cars on opposing tracks, some already in them, most standing in lines, changing lines, the end of one virtually indistinguishable from the beginning of another, saving their bribes for the most powerful figures here, the guards who close the gates.

Paperwork. Lists of names. Pens in hands checking them off. Some bound for Brinnlitz, the rest for Auschwitz, if they can be properly sorted from one another.

Six year old Olek Rosner is allowed to stay in line with his father Henry, but his mother is taken to another line composed of women and girls. This segregation is the only recognizable process going on; the others, if they exist, are apparent only to the clerks and guards, and maybe not even to them. It's chaos.

EXT. COUNTRYSIDE - NIGHT

A train snakes across the dark landscape.

INT. CATTLE CAR - MOVING - NIGHT

Stern, wedged into a corner of a crowded car. This train may be headed for Schindler's hometown but it's no more comfortable than the others on their way to Auschwitz-Birkenau. There are only male prisoners on board.

EXT. RURAL DEPOT - POLAND - NIGHT

A small depot set down alongside tracks in the countryside.

INT. DEPOT - RURAL POLAND - NIGHT

The clicking of an incoming telegraph message stirs a napping trainman in an otherwise deserted depot. He glances at it perfunctorily, lumbers up and -

EXT. DEPOT - CONTINUOUS - NIGHT

- wearily crosses the platform to a switching lever. Pulling at it, a section of rail separates from one trackline and joins up with another.

The rails begin to quiver. The trainman glances off to an approaching train in the distance, watches it come and thunder past, then switches the rails back to their original position.

EXT. BRINNLITZ - DAY

The train pulls into the small quiet Brinnlitz station. The doors are opened and the prisoners begin climbing down. At the far end of the platform, flanked by several SS guards, stands Schindler. To his customary elegant attire he has added a careless accoutrement, a Tyrolean hat.

EXT. BRINNLITZ - DAY

Graffiti scrawled on a wall in Czech reads (subtitle) "Keep the Jewish Criminals out of Brinnlitz."

Leading a procession of nine hundred male Jewish "criminals" through the center of town, Schindler ignores the angry taunts and denouncements and the occasional rock hurled by the good citizens of Brinnlitz lining the streets.

INT. BRINNLITZ MUNITIONS FACTORY - DAY

Under the towering Hilo machines, a meal of soup and bread awaits the workers. As they're sitting down to it, Schindler addresses them -

SCHINDLER

You'll be interested to know I received a cable this morning from the Personnel Office, Plaszow. The women have left. They should be arriving here sometime tomorrow.

He sees Stern among the workers, almost allows a smile, turns and walks away.

EXT. RURAL POLAND - DAY

The women's train clatters along tracks across bleak countryside.

INT. CATTLE CAR - MOVING - DAY

In a corner of a crowded car, Pfefferberg's wife, Mila, peers out through the slats. The rhythmic pounding of the wheels over track is nearly deafening.

EXT. DEPOT - RURAL POLAND - DAY

Silence. Tight on the switching lever. Then the tracks. They begin to vibrate.

INT. RURAL DEPOT - DAY

The clicking of the telegraph receiving a message is disturbed by the flush of a toilet. The wire finishes and the trainman emerges from the WC. He crosses to his desk and picks up a newspaper, not even glancing up to -

EXT. DEPOT - SAME TIME - DAY

- the women's train thunders past the switch that sends it veering off in a different direction than the men's train took.

INT/EXT. TRAIN/RURAL POLAND - DAY

As the train clatters past small farms, the women peer out with optimism through the slats at an idyllic image -

Kids ice skating on the frozen ground. Arcing in a figure 8, one of them, a boy no more than six, glances to the approaching train, then to another string of cattle cars, empty, coming from the other direction. To those in the full cars, he raises his hand up and across his neck making the gesture of a throat being slit.

The smiles on the women's faces fade in confusion as they look back at the figure of the smiling gesturing boy receding in the distance.

INT. BARRACKS - DAY

A fly lands on the forearm of a sleeping man in a cot. A sewing needle clutched in a small hand moves slowly through the air. The fly climbs over the hair on the arm, and the needle comes down piercing it and the skin of the man - who doesn't move. He's dead, but the boy with the needle isn't - yet.

He carefully pulls his catch from the tip of his "spear" and puts it in his mouth. As he begins another hunting expedition, the barracks is revealed to be impossibly crowded - twelve men and boys on each of the four-tiered bunks lining the walls. Moving past them and out of the barracks reveals -

EXT. AUSCHWITZ-BIRKENAU - CONTINUOUS - DAY

- row after row after row of barracks reaching to the birch trees beyond electrified fences, pillars of dark smoke rising from stacks into the sky, two sets of tracks running the length of the camp, and, slowly backing through the arched gatehouse, the train.

The women inside the cattle cars don't need a sign to tell them where they are, they've seen this place in nightmares.

EXT. AUSCHWITZ-BIRKENAU - DAY

The stunned women climb down from the railcars onto the concourse bisecting the already infamous camp. As they're marched across the muddy yard by guards carrying truncheons, Mila Pfefferberg stares at the place. It's so big, like a city, only one in which the inhabitants reside strictly temporarily. To Mila, under her breath -

REBECCA
Where are the clerks?

So often terrified by the sight of a clerk with a clipboard, it is the absence of clerks which unsettles Rebecca now - as though there remains no further reason to record their names. Mila's eyes return to the constant smoke rising beyond the birch trees at the settlement's western end.

INT. OFFICES - BRINNLITZ FACTORY - DAY

Schindler comes out of his office and, passing Stern's desk, mumbles -

SCHINDLER
They're in Auschwitz.

Before Stern can react, Schindler is out the door.

EXT. BRINNLITZ FACTORY - MOMENTS LATER - DAY

As he strides across the factory courtyard toward his motorcycle, Schindler is intercepted by some Gestapo men who have just emerged from their car.

GESTAPO
Oskar Schindler?

SCHINDLER
How's it going?

GESTAPO
Your friend Amon Goeth has been arrested.

SCHINDLER
(pause)
I'm sorry to hear that.

GESTAPO
There are some things that are unclear. We need to talk.

SCHINDLER
I'd love to, it'll have to wait until I get back.

The looks on their faces tell him he's not going anywhere.

SCHINDLER
All right, okay, let's talk.

GESTAPO
In Breslau.

SCHINDLER
Breslau? I can't go to Breslau.
Not now.

These men are serious.

INT. DELOUSING PLANT - AUSCHWITZ - DAY

Mila stares up at a dry shower nozzle, fearing the killing gas she expects to soon seep from the little holes. There's a line of Schindler women, stripped like her, standing inside a stone structure full of the ominous shower heads, waiting, staring.

A clang, like radiant heat rising, tells them a valve has been turned. The exposed plumbing coming out of the walls begins to shake as whatever is inside surges through, rattles across an elbow joint, through pipes branching off, jiggles the shower heads as it advances, reaches them and ... icy water sprays out.

EXT. AUSCHWITZ - DAY

A young silver-haired doctor moves slowly along rows of Schindler's women, considering each with a pleasant smile even as he makes his selections, with tiny gestures, for the death chambers. He pauses in front Mrs. Dresner.

MENGELE

How old are you, Mother?

She could lie, and he'd have her killed for it. She could tell the truth, and he'd have her killed for that, too.

MRS. DRESNER

Sir, a mistake's been made, we're not supposed to be here. We work for Oskar Schindler. We're Schindler Jews.

Mengel nods pensively, understandingly, it seems. Then -

MENGELE

And who on earth is Oskar Schindler?

He glances around hopelessly. One of the SS guards who accompanied the women from Plaszow speaks up -

PLASZOW GUARD

He had a factory is Cracow.
Enamelware.

Mengel nods again as if the information were valuable, as if it meant something to him. It doesn't.

MENGELE

A potmaker?

He smiles to himself as he gestures Mrs. Dresner out of the line and into another. Continuing with the "examination," he lets Danka stay in line, shifts the next two women, leaves the next ...

INT. CELL - SS PRISON, BRESLAU - DAY

In a dank cell, in uniform, Amon Goeth waits. Schindler is on his way, hopefully. Maybe he's already here. Schindler will vouch for him. Schindler will straighten this out.

INT. SS PRISON, BRESLAU - DAY

In a large room, Schindler sits before a panel of twelve sober Bureau V investigators and a judge of the SS court.

INVESTIGATOR

Everything you say will be held in confidence. You are not under investigation. Mr. Goeth is. He's being held on charges of embezzlement and racketeering. You're here at his request to corroborate his denials. Our information into his financial speculations comes from many sources. On his behalf there is only you. We know you are close friends. We know this is hard for you. But we must ask you -

SCHINDLER

He stole our country blind.

INT. BRINNLITZ FACTORY - DAY

In Schindler's absence, the workers attempt to operate the unfamiliar machines, try to figure out the unfamiliar process of manufacturing artillery shells. There's movement, noise, the machines are running, but little is being produced.

Untersturmführer Josef Liepold, the Commandant of Schindler's new subcamp, moves through the factory conducting an impromptu inspection. He points out to a guard a kid no more than nine, sorting casings at a work table, and another boy, ten or eleven, carrying a box.

EXT. BARRACKS - AUSCHWITZ - NIGHT

Mila and Helen cross back toward their barracks carrying a large heavy pot of broth. Not more than a hundred meters away stand the birch trees and crematoria, the smoke pluming even now, at night.

Out of the darkness appear "apparitions," skeletal figures which surround the two women, or rather the soup pot between them, dipping little metal cups into it, over and over.

Too startled to speak, Mila can only stare. The apparitions clamor around the pot a moment more, then furtively slip back into the same darkness from which they came. Mila and Helen exchange a glance. The pot is empty.

MILA

Where's Schindler now?

INT. HOSS' HOUSE - AUSCHWITZ - NIGHT

In his den, over cognac, Auschwitz Commandant Rudolf Hoss considers the documents Schindler has brought: the list, the travel papers, the Evacuation Board authorizations. Hoss nods at them, then at Schindler.

HOSS

You're right, a clerical error
has been made.

(pause)

Let me offer you this in apology
for the inconvenience. I have a
shipment coming in tomorrow, I'll
cut you three hundred units from
it. New ones. These are fresh.

Schindler seems to think about the offer as he nurses his drink. It's "tempting."

HOSS

The train comes, we turn it
around, it's yours.

SCHINDLER

I appreciate it. I want these.

The ones on the list in Hoss's hand. Silence. Then:

HOSS

You shouldn't get stuck on names.

Why, because you get to know them? Because you begin to see them as human beings? Schindler suddenly has the awful feeling that the women are already dead. Hoss misinterprets the look.

HOSS

That's right, it creates a lot
of paperwork.

EXT. CONCOURSE - AUSCHWITZ - DAY

A large assembly of women. Guards calling out names from a list, Schindler's List. As each woman and girl steps out of line, a guard unceremoniously brushes a swathe of red paint across her clothes. New columns are formed.

EXT. TRAIN YARD - AUSCHWITZ - DAY

Schindler, standing at the end the platform stone-faced, watches the women whose names he is "stuck on," whose clothes are slashed with red paint, climbing onto the cattle cars.

As the cars fill, a train on another track arrives - the "fresh units" Schindler turned down. As gates of the women's cars begin to close, the gates of the arriving cattle cars are opened and the new people spill out, making the guards' job tougher trying to keep them all separated.

A horrified cry suddenly breaks through the noise of the engines. The daughter of one of Schindler's women is not being allowed to board the train. Another cry erupts, and another, as the children of other Schindlerjuden are prevented from climbing on.

Schindler becomes aware of what's happening and, wedging through the crowds, passes over the children from the arriving train, to try to corral these particular kids, these girls, who are now echoing their mothers' tortured cries.

As Schindler struggles to herd them together, Manci Rosner, locked into one of the cars, notices - and she can't believe it - her son, Olek - among the hundreds of arriving prisoners moving past the processing tables and into the camp.

MANCI ROSNER
(screams)
Olek -

On the other side of the electrified fence, six year old Olek Rosner turns to the desperate cry and sees, behind the slats of the cars, not just his mother, but others too, calling out to their sons and husbands filing into the camp.

Unaware of this new drama, occupied with his own, Schindler manages to gather the fifteen or twenty girls, his girls, some of them no more than seven years old, and, in the middle of the crowded platform, appeals to a guard -

SCHINDLER
These are mine. They're on the
list. These are my workers. They
should be on the train.

He points across to the women's train. The last of the gates are being closed, and a guard is signalling to the engineer to pull out amid the cries of the mothers, some to their daughters who aren't on it, some, on the other side, to their sons and husbands in the camp. Pointing to the girls -

SCHINDLER
They're skilled munitions workers.
They're essential.

The guard glances from the frantic gentleman to the anxious brood around him. These are essential workers?

GUARD
They're girls.

SCHINDLER
Yes.

Schindler is nodding his head, trying to think. The train wheels are beginning to move. The women are shrieking their sons' names, their daughters' names, and the guard, who's heard it all, every excuse imaginable, is just turning away when Schindler thrusts his smallest finger at him.

SCHINDLER
Their fingers. They polish the insides of shell casings. How else do you expect me to polish the inside of a 45 millimeter shell casing?

The guard stares at him dumbly. This he hasn't heard. He signals to another guard who unlocks, as it's moving, the last car of the train and the girls are allowed to jump on.

As it pulls out, Manci Rosner stares at the figure of her small son and his father standing together at the wire. There, Henry is pulling his sleeve up, pointing to the bloody tattoo on his arm, and yelling to his wife on the departing train -

HENRY
Can you see it? Look. The clerks registered us. We're worth keeping track of.

He quickly undoes his son's sleeve and the boy thrusts his own arm proudly into the air. Tight on the numbers etched in his skin.

EXT. BRINNLITZ CAMP - DAY

Like a mirage in the distance they appear - the women, the girls, guards, Schindler - marching across a field toward the factory.

At the perimeter of the camp, at the wire, the men watch the approaching procession. It appears to them that the women are covered in blood - or - could it be paint?

Josef Bau spots Rebecca. Pfefferberg, his wife. Mr. Dresner sees his, and his daughter, Danka.

INT. BRINNLITZ FACTORY - DAY

The machines are silent, the people aren't. Women are in their husbands' arms. Daughters in their fathers'. There's food on the tables but it's largely ignored.

Manci Rosner and the other women whose families have been confiscated, watch the reunions blankly.

INT. SS MESS HALL - SAME TIME - DAY

Schindler stands before the assembled camp guards. They're seated at the long tables, their food getting cold, waiting for him to say whatever it is he has to say.

SCHINDLER

Under Department W provisions, it is unlawful to kill a worker without just cause. Under the Businesses Compensation Fund I am entitled to file damage claims for such deaths. If you shoot without thinking, you go to prison and I get paid, that's how it works.

(pause)

So there will be no summary executions here. There will be no interference of any kind with production. In hopes of ensuring that, guards will no longer be allowed on the factory floor without my authorization.

His eyes meet Liepold's, hold his icy stare, then return to the guards, most of whom look like tired middle-aged reservists.

SCHINDLER

For your cooperation, you have my gratitude.

As he steps away he gestures to some kitchen workers. They tear open cases of schnapps and begin setting the bottles out on the tables.

INT. BRINNLITZ FACTORY - DAY

Schindler strolls through his factory looking over the shoulders of the workers, nodding his approval. The place is in full operation, finally; the people, having figured out the complicated Hilos, turning out shells by the caseload. Schindler pauses at one of the machines.

SCHINDLER
How's it going?

JOSEF BAU
Good, sir. It's taken a while to calibrate the machines, but it's going good now.

SCHINDLER
Good.

Schindler nods. Then frowns. He leans down and taps at the crystal of one of the gauges.

SCHINDLER
This isn't right, is it?

Bau kneels down, takes a look. It looks right to him. Reaching over, Schindler changes the calibration of the machine with an cavalier adjustment to a knob - and all the gauge readings shift.

SCHINDLER
There. That looks right.

He wanders off and Bau stares after him. He's just screwed up settings that took weeks to get right.

A soot-blackened worker shoveling coal into the stokehole of one of the furnaces notices Schindler moving past.

GOLDBERG
Sir?

Schindler glances back at the grime-covered man beckoning to him to come closer. The Direktor obliges, but not so close as to risk dirtying his suit.

GOLDBERG
How're you doing?

SCHINDLER
Pretty good.

Goldberg leans a little closer to gain confidentiality.

GOLDBERG
This isn't what I do shoveling coal. I don't mind it, but you should know I could be of much greater value to you in the front office working with Stern. We worked together in Plaszow.

SCHINDLER

Yeah, I know what you did in
Plaszow.

Schindler smiles faintly, and leaves Goldberg to toil at the furnaces for the rest of the war. He crosses the factory and comes up to another worker, Levartov, the hinge-maker, at a machine buffing shells.

SCHINDLER

How's it going, Rabbi?

LEVARTOV

Good, sir.

Schindler nods, watches him work, eventually glances away.

SCHINDLER

Sun's going down.

Levartov, following Schindler's gaze, nods uncertainly.

SCHINDLER

It is Friday, isn't it?

LEVARTOV

Is it?

SCHINDLER

You should be preparing for the Sabbath, shouldn't you? What are you doing here?

Levartov just stares. It's been years since he's been allowed, indeed inclined, to perform Sabbath rites.

SCHINDLER

I've got some wine in my office, why don't we go over there, I'll give it to you.

Schindler heads off. The rabbi stares after him. Schindler gestures back, offering casually -

SCHINDLER

Come on.

Levartov looks around. Finally, he hangs up his goggles and follows after Schindler.

INT. WORKERS BARRACKS - NIGHT

Under the shadow of a watchtower, among the roof-high tiers of bunks strung with laundry, Levartov recites Kiddush over a cup of wine to workers gathered around him.

INT. GUARDS BARRACKS - NIGHT

On their bunks, the guards relax with schnapps, cards and magazines. One of them becomes distracted by a distant sound. Some of the others begin to hear it.

GUARD
What is that?

Conversations cease. The barracks gradually becomes quiet, silent, all the guards straining to hear. It sounds like ... singing. It sounds like Yiddish singing.

EXT. BRINNLITZ CAMP - SAME TIME - NIGHT

On a watchtower, a night sentry, unsure where it's coming from, listens to the distant singing. It seems like it's emanating from the surrounding hills, from the trees.

INT. LIEPOLD'S QUARTERS - SAME TIME - NIGHT

At his small desk, Liepold is typing a letter, denouncing Schindler most likely. The pounding keys bury all other sounds but when he pauses to read what he's typed, he hears it, the singing, faint, far away. He goes to his window, peers out, listens for a moment more, then hears nothing. Only the night creatures.

INT. APARTMENT BUILDING - BRINNLITZ - NIGHT

The door to an apartment opens from the inside revealing Emilie Schindler. She coolly considers the visitor on her doorstep, her estranged husband, looking great as usual, bottle of wine in his hand, smiling as if nothing is wrong between them, as if nothing is wrong in the entire world.

INT. EMILIE'S APARTMENT - NIGHT

The two of them at the kitchen table in a modest apartment, drinking, at least he is. He's trying to ask her something, but he's not sure how to put it, he wants to get it right. Finally the words just tumble out -

SCHINDLER
I want you to come work for me.

There, he's said it. But the bewildered look on Emilie's face wonders, That's what was hard for you to say?

SCHINDLER

You don't have to live with me,
I wouldn't ask that.

(pause)

It's a nice place. You'd like it.
It looks awful. You get used to
that.

She's the only woman he's ever known who could make him nervous just sitting across a table from him, saying nothing.

SCHINDLER

All right -

(now he'll be honest)

We can spend time together that way. We can see each other, see how it goes - without the strain of - whatever you want to call it when a man, when a woman, go out to dinner, go have a drink, go to a party -

EMILIE

Dating -

SCHINDLER

This way we'll see each other at work, there we are, same place, we see how it goes ...

His voice trails off. A shrug adds, What do you think? She doesn't answer, but she does love him. He loves her, too. It really is a shame they're not right for each other and never will be.

INT. OFFICE FOYER - BRINNLITZ FACTORY - DAY

Glancing up from a letter from the Armaments Board, Stern notices Schindler and Emilie coming through - another of Herr Director's mistresses the accountant assumes - and gets up from his desk to intercept them.

STERN

We need to talk.

SCHINDLER

Itzhak Stern, Emilie Schindler.
My wife.

Like the doormen and waiters of Cracow, Stern too never imagined Schindler was married and has trouble hiding his astonishment now. Managing finally to extend a hand to her -

STERN
How do you do?

EMILIE
How do you do?

SCHINDLER
Stern is my accountant and friend.

It sounds strange to Stern hearing Schindler actually say it; he's never said it before.

SCHINDLER
Emilie's offered to come to work. We need to find something interesting for her to do.

Stern's glance shifts to the desk outside Schindler's office where Ingrid sits brushing nail polish - but Schindler's slight shake of his head to him says, No, not there.

STERN
(pause)
Maybe the clinic.

SCHINDLER
The clinic. Perfect.

His glance to his wife finds her on Ingrid across the room, whose look up senses immediately that this woman looking at her isn't another of Schindler's mistresses. She quickly caps the nail polish and feeds her typewriter with paper.

SCHINDLER
(to Emilie)
Or here, that'd be fine, whatever you want.

She considers him wearily. His shrug promises her he'll get rid of Ingrid is that's what she wants; doesn't want to, but he will. Eventually -

EMILIE
The clinic.

SCHINDLER
The clinic. Good. Done.

As her husband steps away, Emilie glances to Stern.

STERN
That's very generous of you.

The look that passes between them admits each knows exactly what's going on here, what Ingrid is to Schindler, what Emilie is, the whole thing.

EMILIE
Isn't it.

She moves off after Schindler, who glances back to find Stern gesturing at him to join him for a private conference.

SCHINDLER
Not now.

STERN
It's important.

SCHINDLER
(to Emilie)
Go on in, I'll be right there.

He points past Ingrid to his office and follows after Stern to his desk to hear some disquieting news.

STERN
We've received an angry complaint from the Armaments Board.

He hands Schindler a letter, but Schindler's attention is back across the room, lamenting the close proximity of his wife and mistress.

STERN
The artillery shells, the tank shells, rocket casings, apparently all of them have failed quality-control tests.

Schindler dismisses the problem with a cavalier shrug.

SCHINDLER
Well, that's to be expected.
They have to understand these are start-up problems. This isn't pots and pans, this is a precise business. I'll write them a letter.

STERN
They're withholding payment.

SCHINDLER

Well, sure. So would I. So would you. I wouldn't worry about it. We'll get it right one of these days.

But Stern is worried about it.

STERN

There's a rumor you've been going around miscalibrating the machines.

(Schindler doesn't deny it)

That's not a good idea.

SCHINDLER

No?

Stern slowly shakes his head, No.

STERN

They could shut us down, send us back to Auschwitz.

Schindler nods soberly, in agreement it seems.

SCHINDLER

All right, call around, find out where we can buy shells and buy them. We'll pass them off as ours.

Stern's not sure he sees the logic. Whether the shells are manufactured here or elsewhere, they'll still eventually reach their intended destination, into the hearts and heads of Germany's enemies.

STERN

I know what you're saying, but I don't see the difference. Whether they're made here or somewhere else, they're still -

SCHINDLER

You don't see a difference? I see a difference.

STERN

You'll lose a lot of money, that's the difference.

SCHINDLER

Fewer shells will be made.

That's the main difference. The only one Schindler cares about. Silence. Then:

SCHINDLER
Stern, if this factory ever produces a shell that can actually be fired, I'll be very unhappy.

INT. HOUSE - BRINNLITZ - NIGHT

Schindler and Emilie, her arm in his, stand around like unwanted guests at the party. They probably are. Him anyway. The other guests include local politicians who fought and failed to keep his camp out of Brinnlitz. Whenever his glance meets one of theirs, they smile tightly.

SCHINDLER
(to Emilie)
Isn't this nice.

It's not at all nice. He feels out of place, a feeling he's not accustomed to. Fortunately, a man in uniform, someone Schindler can relate to, approaches cheerfully, his hand outstretched.

RASCH
Oskar, good of you to come.

SCHINDLER
Are you kidding, I never miss a party. Police Chief Rasch, my wife Emilie.

RASCH
How do you do?

EMILIE
You have a lovely home.

It is nice. Big. The man lives well.

RASCH
Thank you.

SCHINDLER
I need a drink.

RASCH
Oh, God, you don't have a drink?

SCHINDLER
(to Emilie)
Wine?

She nods. Schindler goes off in search of the bartender. Rasch watches after him.

RASCH
Your husband's a very generous man.

She smiles wryly.

INT. RASCH'S STUDY - LATER - NIGHT

Rasch and Schindler sharing cognac in the privacy of the Police Chief's study. Beyond the closed doors, the party continues, the sounds filtering in.

SCHINDLER
I need guns.

Rasch calmly nurses his drink, his eyes revealing nothing of what's going on behind them, except that the statement requires some elaboration.

SCHINDLER
One of these days the Russians are going to show up unannounced at my gate. I'd like the chance to defend myself. I'd like my wife to have that chance. My secretaries.

RASCH
(pause; then,
philosophically)
We're losing the war, aren't we.

SCHINDLER
It kind of looks that way.

RASCH
(blithely)
Pistols?

SCHINDLER
Pistols, rifles, carbines ...
(long pause)
I'd be grateful.

Rasch smiles faintly. Yes, he's familiar, as are officials throughout much of Europe, with the gratitude of Oskar Schindler.

INT. MACHINE SHOP - BRINNLITZ CAMP - NIGHT

Poldek Pfefferberg holds up a pistol, feels its weight, glances to Schindler standing at a window.

SCHINDLER
Just in case.

Pfefferberg stuffs the gun into his belt and kneels beside an open crate of weapons - revolvers, rifles, an old carbine. As he inspects them, Schindler looks out the window at guards in the towers and others patrolling the perimeter wire.

INT. FACTORY - DAY

From high above the factory, Stern can be seen among the machines talking with a worker. The man points up and returns to his work.

Stern stares up, puzzled. He locates a ladder that connects the shop-floor to a series of overhead planks and, with trepidation, climbs.

He reaches a shaky landing high above the machines, navigates the primitive catwalks with great care, comes to a large water tank near the workshop ceiling.

SCHINDLER
Stern.

Above the rim of the tank, amid rising steam, Schindler's head appears. Then disappears. Stern climbs a set of rungs on the tank, reaches the top and finds inside, lolling in the steaming water, Schindler and Ingrid.

STERN
Excuse me.

Neither Schindler nor Ingrid seems the least bit embarrassed. Only Stern. He tries hard to pretend the woman isn't there, but he just can't.

STERN
I'll talk to you later.

SCHINDLER
No, no, what, what is it?

Schindler floats over closer to him, waits for him to report whatever it is he has come to report, leans closer. Finally, quietly -

STERN

Do you have any money I don't know about? Hidden away someplace?

Schindler thinks long and hard ...

SCHINDLER

No.

Silence except for the gently lapping water. Half-joking -

SCHINDLER

Why, am I broke?

Stern glances away, doesn't answer - which is an answer. And a slight, slight smile, a gambler's philosophical smile upon being purged of his wealth, appears on Schindler's face.

EXT. RURAL BRINNLITZ - DAY

In the distance, a lone boxcar, stark against the winter landscape. There are patches of snow on the ground. A cold wind blows through bare trees.

SCHINDLER V.O.

Poldek.

INT. MACHINE SHOP - BRINNLITZ CAMP - DAY

Tight on Poldek Pfefferberg's eyes behind a welder's mask. He turns from his work to the voice, welding torch in his hand.

EXT. RURAL BRINNLITZ - DAY

The torch firing at ice as hard as metal, blue flame, white steam. Pfefferberg's eyes behind the mask again, concentrating.

Around the abandoned boxcar, in the gruesome cold, stand Schindler, Emilie, a doctor, some workers and some SS guards, watching, waiting.

Pfefferberg steps back. Sledge hammers pound at locks. Hands pull at levers. The doors begin to slide.

Out of darkness, from inside the boxcar as the doors slide open, Schindler's face is revealed, tight. He stares for an interminable moment before walking slowly away.

Inside the boxcar is a tangle of limbs, a pyramid of corpses, frozen white.

From a distance, a tableau: the boxcar, the workers and guards and Emilie outside it, Schindler, off to himself several steps away, all of them still as statues.

EXT. CATHOLIC CEMETERY - OUTSIDE BRINNLITZ

Beyond a country church, among the stone markers of a small cemetery, walk Schindler and a priest.

SCHINDLER

It's been suggested I cremate them in my furnaces. As a Catholic I will not. As a human being I will not.

The priest nods; he seems relatively empathic and offers an alternative -

PRIEST

There's an area beyond the church reserved for the burial of suicides. Maybe I can convince the parish council to allow them to be buried there.

SCHINDLER

These aren't suicides.

The priest knows that. But he also knows that the provisions of Canon Law regarding who can and cannot be buried in consecrated ground are narrow.

SCHINDLER

These are victims of a great murder.

INT. BRINNLITZ FACTORY - DAY

In a corner of the factory, workers hammer at pine lumber. They are building coffins.

EXT. BRINNLITZ FACTORY - DAY

As workers harness horses to carts, others hoist the coffins into them. Schindler is there, watching. He glances up at one of the guard towers, expecting, perhaps, to be felled by a bullet.

EXT. BRINNLITZ FACTORY - DAY

Beyond the wire, Rabbi Levartov leads the horse-drawn carts. Around him walk a minyan - a quorum of ten males necessary for the rite. A few guards lag behind.

INT. BRINNLITZ FACTORY - SAME TIME - DAY

Work continues, but it's apparent in their eyes they are only physically here; in spirit they are all walking alongside the carts, one great moral force.

The roar of a machine suddenly, inexplicably, dies. Then another. And another. Schindler, standing at the main power panel, pulls the last of the switches, and the factory plunges into absolute silence ... out of which faint sounds from the outside gradually emerge, sounds that, for years now, have been smothered by the noisy machinery of industry and war - the sounds of nature, which CONTINUE OVER:

EXT. CATHOLIC CEMETERY - DAY

Just beyond the perimeter of the Catholic cemetery, the minyan quietly recites Kaddish over the dead as their coffins are lowered into individual graves.

Then, there is only a low breathing of wind ...

EXT. BRINNLITZ CAMP - DAY

Amon Goeth, in civilian clothes, emerges from a car. His eyes, sallow from inadequate sleep, sweep across the fortified compound with envy. It's a nice place Oskar's got here.

INT. OFFICE - BRINNLITZ FACTORY - SAME TIME - DAY

Stern, at a window, stares down at Goeth beside the car. Softly, gravely -

STERN
What's he doing here?

Schindler appears beside Stern, glances down. He's lost weight, Goeth. The old suit he wears seems too big for him. Alone down there he seems disoriented.

SCHINDLER
Probably looking for a handout.

INT. BRINNLITZ FACTORY - DAY

Rebecca Bau, and others, glance up from their work to an apparition from the pit of their foulest dreams - Amon Goeth crossing through the factory.

Schindler's arm drapes around the killer's shoulder as if he were a long lost brother. Leading him across the shop-floor he proudly points out the huge thundering Hilo machines.

INT. OFFICES, BRINNLITZ FACTORY - DAY

Schindler takes an old suitcase from his office closet and sets it on a coffee table. He snaps it open revealing Goeth's uniforms and medals in mothballs. The ex-Oberstrumfuhrer reaches in and touches the fabric and ribbons reverently, then glances up to his friend who has kept them safe.

GOETH

Every one of them betrayed me.
Hujar, Toffel, Leo John, Scherner
- they all ratted on me to save
their own necks. Every one of
them. Except you.

As Schindler pours them each a drink, Goeth picks up one of the medals and turns it over in his hand. His nails haven't been manicured for a long time.

GOETH

This is what I have left. After
all I did for them, this is what I
have left, this box and this suit.
Look at this suit -

The one he's wearing. He pulls at a frayed lapel with disdain.
Schindler hands him a cognac and -

SCHINDLER

That's no measure of a man's
success. It's fabric, thread,
buttons -

GOETH

This is my best fuckin suit,
Oskar -

SCHINDLER

Was anyone looking at your
suit when you came through this
factory? Was one person looking
at your suit? They were looking
at you face. And in your face
they still see death.

SCHINDLER (CONT'D)
That's failure?

A small measure of pride creeps back into Goeth's eyes. They do still fear him, don't they.

INT. OUTER OFFICES - SAME TIME - DAY

Beyond the frosted glass of Schindler's office door, Stern can see the wavering forms of the two Nazi Party members sharing cognac.

:

INT. SCHINDLER'S OFFICE - CONTINUED - DAY

The bottle in Schindler's hand tips over Goeth's glass, refilling it.

SCHINDLER
What can I do to help you out?
I'd give you a managerial post if
the SS would sit still for -

GOETH
Yeah, I know, they'd never let
you.

SCHINDLER
Let me give you some money at
least.

Goeth tries to shake his head "no" while meaning "yes," but when Schindler doesn't rise to the bait, he has to wonder if he did it wrong.

SCHINDLER
Well, I wish there was something
I could do for you.

GOETH
Helen.

Schindler is caught completely unprepared. He stares at Goeth, then glances away, his mind racing.

GOETH
You could give me Helen back.
I miss her.

SCHINDLER
She's dead, Amon.

Goeth stares at the back of Schindler's head, paralyzed by the news. After a long moment, he manages a breath.

GOETH

What?

Schindler turns back with a look that wishes he had told his friend as soon as he saw him.

SCHINDLER

I'm sorry.

INT. BRINNLITZ FACTORY - DAY

Drunk and depressed, Goeth comes through the factory again carrying the suitcase. Schindler's at his side, steering him to some degree.

Goeth's hand comes up to his cheek as if to brush away a bothersome fly. But it isn't a fly. One of the workers has spit on him. He turns in disbelief.

Silence as his hand drops to his side, to the holster he forgets isn't there. He glances around for SS guards - who aren't there - and looks to Schindler thoroughly confused.

GOETH

(whisper)

Where are the guards?

SCHINDLER

The guards aren't allowed on the factory floor. They make my workers nervous.

Goeth stares at him bewildered. Then again at the worker who spit. Then at other workers, the resolve in their eyes. They know he has no power here, and sense he has no power anywhere.

Is this a dream? Goeth's own eyes drift to a woman at one of the machines, her face turned partly away from him. She dares a look over her shoulder and he sees that it's Helen.

He stares, first at her, then at Schindler, knowing suddenly that he's the betrayer ... but also that there's absolutely nothing he can do about it.

SCHINDLER

Come on.

He'll see Goeth out; that's the extent of what he'll do for him. He steps toward the door and the workers watch as Goeth, impotent, follows.

INT. GUARDS' BARRACKS - EVENING

A guard slowly turns the dial of a radio, finding and losing in static several different voices in several languages, none of them lasting more than a moment.

Depression hangs over the barracks. Most of the guards are straining to hear the news they've been fearing for some time now, some on their bunks just staring, one at a window peering out at the black face of a forest as if expecting, at any moment, to see Russian or American troops appear.

INT. WORKERS' BARRACKS - SAME TIME - EVENING

Another radio. Workers, like the guards, straining to hear. The dial finds, faint, mired in static, the idiosyncratic voice of Winston Churchill.

INT. LIEPOLD'S QUARTERS - SAME TIME - EVENING

Schindler on Liepold's doorstep. The two men considering each other across the threshold. Radio static filters out from Liepold's room. The word "Eisenhower" cuts through before the speaker's voice is buried again.

SCHINDLER
It's time the guards came into the factory.

He turns and walks away.

INT. BRINNLITZ FACTORY - NIGHT

All twelve hundred workers and all the guards are gathered for the first time on the factory floor. Tension and uncertainty surround them. It's ominously quiet. Then -

SCHINDLER
The unconditional surrender of Germany has just been announced. At midnight tonight the war is over.

It is not his intention to elicit celebration. Indeed, his words, echoing and fading in the cavernous factory, echo the doubts they all feel.

SCHINDLER

Tomorrow, you'll begin the process of looking for survivors of your families. In many cases you won't find them. After six long years of murder, victims are being mourned throughout the world.

Not by Untersturmführer Liepold. He stands with his men, dying to lift his rifle and fire.

SCHINDLER

We've survived. Some of you have come up to me and thanked me. Thank yourselves. Thank your fearless Stern, and others among you, who, worrying about you, have faced death every moment.

(glancing away)

Thank you.

He's looking at the guards, thanking them, which thoroughly confuses the workers. Just when they thought they knew where his sentiments lay, he's thanking guards.

SCHINDLER.

You've shown extraordinary discipline. You've behaved humanely here. You should be proud of yourselves.

Or is he attempting to adjust reality, to destroy the SS as combatants, to alter the self-image of both the guards and the prisoners? Moving across the SS men's faces, they remain inscrutable. Schindler turns his attention back to the workers, and, not at all like a confession, but rather like simple statements of fact:

SCHINDLER

I'm a member of the Nazi party. I'm a munitions manufacturer. I'm a profiteer of slave labor, I'm a criminal. At midnight, you'll be free and I'll be hunted.

(pause)

I'll remain with you until five minutes after midnight. After which time, and I hope you'll forgive me, I have to flee.

That worries the workers. Whenever he leaves, something terrible always seems to happen.

SCHINDLER

In memory of the countless victims among your people, I ask us to observe three minutes of silence.

In the quiet, in the silence, drifting slowly across the faces of the workers - the elderly, the lame, teenagers, wives beside husbands, children beside their parents, families together - it becomes clear, if it wasn't before, that both as a prison and a manufacturing enterprise, the Brinnlitz camp has been one long sustained confidence game.

Schindler has never stood still so long in his life. He does now, though, framed by his giant Hilo machines, silent at the close of the noisiest of wars, his head bowed, mourning the many dead.

When he finally does look up he sees that he is the last to do so. The faces, few of which he recognizes, are all looking at him. He turns to speak to the guards along the wall again.

SCHINDLER

I know you've received orders from our Commandant - which he's received from his superiors - to dispose of the population of this camp.

Apprehension spreads across the factory like a wave. Pfefferberg tightens his grip on the pistol under his coat. His ragtag irregulars do the same, the rest of their ersatz "arsenal" concealed behind a machine. To the guards:

SCHINDLER

Now would be the time to do it. They're all here. This is your opportunity.

The guards hold their weapons, as they have from the moment they arrived here tonight, at attention, waiting it seems, to be given the official order from their Commander, Liepold, who appears ready to give it.

SCHINDLER

Or ...

(he shrugs)
... you could leave. And return to your families as men instead of murderers.

Long, long silence. Finally, one of the guards slowly lowers his rifle, breaks ranks and walks away. Then another. And another. And another. Another.

When the last is gone, the workers consider Liepold. He appears more an oddity than a threat. He is more an oddity than a threat. And he knows it. He turns and leaves.

EXT. BRINNLITZ CAMP - NIGHT

A watchtower. Abandoned. The perimeter wire. No sentries. The guard barracks. Deserted. The SS is long gone.

INT. METALWORKS - NIGHT

Strange tools fashioned from sewing needles and screwdriver handles on a workbench. The most medieval of them is selected, probes the recesses of a man's open mouth, pries at a gold filling in a molar.

INT. SCHINDLER'S QUARTERS - SAME TIME - NIGHT

A suitcase yawning open. Two silk shirts set onto clothes already in it. Schindler moves across to a dresser and gathers socks from a drawer.

INT. METALWORKS - CONTINUED - NIGHT

The flame of a welding torch fires at extracted fillings, melting them down. Pliers drop another into the small pool of gold.

INT. SCHINDLER'S QUARTERS - CONTINUED - NIGHT

Hand raking toiletries into a small leather bag. Schindler carries it into the other room, places it into one of the two suitcases on the bed and snaps the latches.

INT. METALWORKS - CONTINUED - NIGHT

Wulken the jeweler works quickly to form the melted gold into a band. It's crude but it'll have to do; there's not a lot of time. With a makeshift engraving tool he begins etching a brief inscription along the inner curve.

EXT. COURTYARD - BRINNLITZ CAMP - NIGHT

Schindler and Emilie emerge from his quarters, each carrying a suitcase. In the dark, some distance away from the Mercedes, stand all eleven hundred workers. As the Schindlers cross the courtyard to the car, Stern and Levartov approach, the rabbi with some papers.

LEVARTOV

We've written a letter trying to explain things. In case you're captured. Every worker has signed it.

Schindler sees a list of signatures beginning below the typewritten text and continuing for several pages. He pockets it, this new list of names.

SCHINDLER

Thank you.

Stern glances away to the assembled workers who are parting for Pfefferberg, Wulken and a couple of others coming through. They reach the group by the car and Wulken hands Stern, who hands Schindler, the finished ring.

Schindler sees that it's a gold band, like a wedding ring. He notices the inscription and glances up to Stern.

STERN

It's Hebrew. It says, 'Whoever saves one life, saves the world.'

Schindler slips the ring onto a finger, admires it a moment, glances to Stern and Wulken and Pfefferberg nodding his thanks, then seems to withdraw.

SCHINDLER

(to himself)

I could've got more out ...

Stern isn't sure he heard right. Schindler steps away from him, from his wife, from the car, from the workers.

SCHINDLER

(to himself)

I could've got more ... if I'd just ... I don't know, if I'd just ... I could've got more ...

STERN

Oskar, there are eleven hundred people who are alive because of you. Look at them.

He can't.

SCHINDLER

If I'd made more money ... I threw away so much money, you have no idea. If I'd just ...

STERN

There will be generations because
of what you did.

SCHINDLER

I didn't do enough.

STERN

You did so much.

Schindler starts to lose it, the tears coming. Stern, too. The look on Schindler's face as his eyes sweep across the faces of the workers is one of apology, begging them to forgive him for not doing more.

SCHINDLER

This car. Goeth would've bought
this car. Why did I keep the car?
Ten people, right there, ten more
I could've got.

(looking around)

This pin -

He rips the elaborate Hakenkreus, the swastika, from his lapel and holds it out to Stern pathetically.

SCHINDLER

Two people. This is gold. Two
more people. He would've given me
two for it. At least one. He
would've given me one. One more.
One more person. A person, Stern.
For this. One more. I could've
gotten one more person and I
didn't.

He completely breaks down, weeping convulsively, the emotion he's been holding in for years spilling out, the guilt consuming him.

SCHINDLER

They killed so many people ...

(Stern, weeping too,
embraces him)

They killed so many people ...

From above, from a watchtower, Stern can be seen down below, trying to comfort Schindler. Eventually, they separate, and Schindler and Emilie climb into the Mercedes.

As the car slowly pulls out through the gates of the camp and onto the road, Stern climbs to a vantage point to watch. After several moments, the taillights are swallowed by the night.

EXT. BRINNLITZ - NIGHT

A Panzer emerges from the treeline well beyond the wire of the camp and just sits there growling like a beast. Suddenly it fires a shell at nothing in particular, at the night - an exhibition of random spite - then turns around and rolls back into the forest.

EXT. BRINNLITZ CAMP - SAME TIME - NIGHT

From a watchtower, a couple of workers, having witnessed the tank's display of impotent might, can make little sense of it. Below, many of the workers mill around the yard, waiting to be liberated. No one seems to know what else to do.

EXT. BRINNLITZ - DAY

Some Czech partisans emerge from the forest. They come down the hill and casually approach the camp. Reaching the wire, they're met by Pfefferberg and some other workers, rifles slung over their shoulders. Through the fence -

PARTISAN
It's all over.

PFEFFERBERG
We know.

PARTISAN
(pause)
So what are you doing? You're
free to go home.

PFEFFERBERG
When the Russians arrive. Until
then we're staying here.

The partisan shrugs, Suit yourself, and wanders back toward the trees with his friends.

EXT. BRINNLITZ CAMP - NIGHT

Five headlights appear out of the night, five motorcycles marked with the SS Death's-head insignia. They turn onto the road leading to the camp gate and park, the riders shutting off the engines.

SS NCO
Hello?

Shapes materialize out of the darkness within the camp. Several armed and dangerous Jews.

EXT. BRINNLITZ CAMP - LATER - NIGHT

As the cyclists fill their tanks with gasoline borrowed from the camp, the workers keep their rifles pointed at them. The NCO in charge lines the gas cans neatly back up against the wire.

NCO IN CHARGE
Thank you very much.

He climbs onto his motorcycle. The others climb onto theirs. And drive away.

EXT. BRINNLITZ CAMP - DAWN

A lone Russian officer on horseback, tattered coat, rope for reins, emerges from the forest. As he draws nearer, it becomes apparent to the workers assembling on the camp yard, that the horse is a mere pony, the Russian's feet in stirrups nearly touching the ground beneath the animal's skinny abdomen.

He reaches the camp, climbs easily down from the horse and, in a loud voice, addresses the hundreds of workers standing at the fence:

RUSSIAN
You have been liberated by the
Soviet Army.

This is it? This one man? The workers wait for him to say more. He waits for them to move, to leave, to go home. Finally -

RUSSIAN
What's wrong?

A few of the workers come out from behind the fence to talk with him.

STERN
Have you been in Poland?

RUSSIAN
I just came from Poland.

STERN
Are there any Jews left?

The Russian has to think. Eventually he shrugs, 'no,' not that he saw, and climbs back onto his pony to leave.

WORKER

Where should we go?

RUSSIAN

I don't know. Don't go east,
that's for sure, they hate you
there.

(pause)

I wouldn't go west either if I
were you.

He shrugs and gives his little horse a kick in the ribs.

WORKER

We could use some food.

The Russian looks confused, glances off. The quiet hamlet of Brinnlitz sits there against the mountains not half a mile away.

RUSSIAN

Isn't that a town over there?

Of course it is. But the idea that they could simply walk over there is completely foreign to them. The Russian rides away.

EXT. BRINNLITZ - DAY

All eleven hundred of them, a great moving crowd coming forward, crosses the land laying between the camp, behind them, and the town, in front of them.

Tight on the FACE of one of the MEN.

Tight on TYPEWRITER KEYS rapping his NAME.

Tight on A PEN scratching out the words, "METAL POLISHER" on a form.

Tight on the KEYS typing, "TEACHER."

Tight on his FACE in the crowd.

Tight on the face of a woman in the moving crowd. The keys typing her name. The pen scratching out "LATHE OPERATOR" The keys typing "PHYSICIAN." Tight on her face.

Tight on a man's face. His name. Pen scratching out "ELECTRICIAN." Keys typing "MUSICIAN." His face.

A woman's face. Name. Pen scratching out "MACHINIST." Keys typing "MERCHANT." Face.

"CARPENTER." Face. "SECRETARY." Face. "DRAFTSMAN." Face.
"PAINTER." Face. "JOURNALIST." Face. "NURSE." Face.
"JUDGE." Face. Face. Face.

HARD CUT TO:

EXT. FRANKFURT - DUSK (1955)

A street of apartment buildings in a working class neighborhood of the city.

From somewhere, like a memory, echo the distant, plaintive strains of "Gloomy Sunday."

INT. APARTMENT - DUSK

A 78 of the melancholy Hungarian love song turns beneath the needle of a cheap hi-fi.

The door to the modest apartment opens and Oskar Schindler is revealed inside. The elegant clothes are gone but the familiar smile remains.

SCHINDLER
Hey, how're you doing?

It's Poldek Pfefferberg out in the hall.

PFEFFERBERG
Good. How's it going?

SCHINDLER
Things are great, things are great.

Things don't look so great. Schindler isn't penniless, but he's not far from it, living alone in the one room behind him.

PFEFFERBERG
What are you doing?

SCHINDLER
I'm having a drink, come on in, we'll have a drink.

PFEFFERBERG
I mean where have you been?
Nobody's seen you around for a couple of weeks.

SCHINDLER
(puzzled)
I've been here. I guess I haven't
been out.

PFEFFERBERG
I thought maybe you'd like to come
over, have some dinner, some of
the people are coming over.

SCHINDLER
Yeah? Yeah, that'd be nice, let
me get my coat.

Pfefferberg waits out in the hall as Schindler disappears
inside for a minute. The legend below appears:

AMON GOETH WAS ARRESTED AGAIN,
WHILE A PATIENT IN AN SANITARIUM
AT BAD TOLZ.

GIVING THE NATIONAL SOCIALIST
SALUTE, HE WAS HANGED IN CRACOW
FOR CRIMES AGAINST HUMANITY.

Schindler reappears wearing a coat, steps out into the hall,
forgets something, turns around and goes back in.

OSKAR SCHINDLER FAILED AT
SEVERAL BUSINESSES, AND MARRIAGE,
AFTER THE WAR.

IN 1958, HE WAS DECLARED A
RIGHTEOUS PERSON BY THE COUNCIL OF
THE YAD VASHEM IN JERUSALEM, AND
INVITED TO PLANT A TREE IN THE
AVENUE OF THE RIGHTEOUS.

IT GROWS THERE STILL.

He comes back out with a nice bottle of wine in his hand.
He remembered that but forgot to turn the hi-fi off and "Gloomy
Sunday" keeps playing as he and Pfefferberg disappear down the
stairs together -

SCHINDLER'S VOICE
Mila's good?

PFEFFERBERG'S VOICE:
She's good.

SCHINDLER'S VOICE
Kids are good? Let's stop at a
store on the way so I can buy them
something.

PFEFFERBERG'S VOICE
They don't need anything. They
just want to see you.

SCHINDLER'S VOICE
Yeah, I know. I'd like to pick up
something for them. It'll only
take a minute.

Their voices fade. Against the empty hallway appears a faint
trace of the image of the factory workers, through the wire,
walking away from the Brinnlitz camp. And the legends:

**THERE ARE FEWER THAN FIVE
THOUSAND JEWS LEFT ALIVE IN POLAND
TODAY.**

**THERE ARE MORE THAN SIX THOUSAND
DESCENDANTS OF THE SCHINDLER
JEWS.**

FADE TO BLACK

UNDER END CREDITS:

Moving slowly over the road of fractured gravestones winding
through Plaszow. Tuffs of grass and weeds between the spaces.
A pick pries at one of the stones, and -

Thousands of mismatched fragments of unearthed stones on the
ground like pieces of a jigsaw puzzle. A workman's hands place
two together that fit, and -

A wall under construction, a memorial made entirely of the
recovered gravestones. Moving across them, two letters of a
name are all that remain of one, four letters of another, then
a full name, then half a name, three letters of another, two,
and, finally, only a Jewish star.